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AMENDMENT TO THE CLAIMS

• Format of Claim Amendments

Applicant has amended the claims as indicated below. Pursuant to the revised format to 37 C.F.R. 1.121 which is planned to be officially adopted by the USPTO in July of 2003, and which in now permitted by the office pursuant to the USPTO's release of January 31, 2003, Applicants herein submit only one version of the claims with markings to show changes. A detailed listing of all claims that are, or were in the application, are presented.

Statement with Respect to Scope of Amended and Non-Amended Claims

Amendments to, cancellation of, and additions to, the claims are made in order to streamline prosecution of the case to embodiments that are presently anticipated to be of commercial significance, and are not made for a purpose of patentability. Any amendment, cancellation or addition made herein should not be construed in any manner as indicating Applicants' surrender of any subject matter of the application, or surrender of any equivalent to any element asserted in one or more claims. Applicants do not concede that the scope of the claims set forth below fail to extend as far as the original claims. Furthermore, any narrowing which may be evinced with respect to subject matter covered by the claims as a whole, or by one or more claims of the appended claims, when compared to claims previously in the application, should not be interpreted as indicating that the Applicants have generally disclaimed the territory between the original claimed subject matter and the amended claimed subject matter. Applicants intend each term of the claims set forth below to be read with respect to the fullbreadth of the language of the claims and not to be confined to a strict literal read of amended terms. Amended claims elements are to be construed to include substantial equivalents known to those of ordinary skill in the art. Applicants assert that the amendments are made without prejudice and reserve all rights to prosecute any canceled claims, and claims preceding any amendment, and other disclosed (but not presently claimed) embodiments in the application, in future continuation applications, divisional applications, continuation-in-part applications,

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continuing prosecution applications, requests for continuing examination, re examination applications and any other application claiming priority from or through the present application.

COMPLETE LIST OF CLAIMS THAT ARE OR HAVE BEEN BEFORE THE OFFICE AFTER ENTRANCE OF THE AMENDMENTS MADE HEREIN (See next page)

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1. (CURRENTLY AMENDED) A compound of Formula (1):

or a pharmaccutically acceptable salt thereof, wherein:

A is O or S;

Q is -NR1R2;

R¹ is selected from: H and C₁-C₆ alkyl; R² is independently selected from H and C₁-C₆ C_1 -C₆ alkyl;

R3 is -(CR⁷R⁷a)_n-R⁴,

-(CR⁷R⁷a)_n-S-(CR⁷R⁷a)_m-R⁴,

-(CR⁷R⁷a)_n-O-(CR⁷R⁷a)_m-R⁴,

(CR⁷R⁷a)_n-N(R⁷b)-(CR⁷R⁷a)_m-R⁴,

-(CR⁷R⁷a)_n-S(-O)-(CR⁷R⁷a)_m-R⁴,

(CR⁷R⁷a)_n-S(-O)-(CR⁷R⁷a)_m-R⁴,

-(CR⁷R⁷a)_n-C(-O)-(CR⁷R⁷a)_m-R⁴,

(CR⁷R⁷a)_n-C(-O)-(CR⁷R⁷a)_m-R⁴,

-(CR⁷R⁷a)_n-C(-O)N(R⁷b)-(CR⁷R⁷a)_m-R⁴,

-(CR⁷R⁷a)_n-N(R⁷b)S(-O)₂-(CR⁷R⁷a)_m-R⁴, or

-(CR⁷R⁷a)_n-S(-O)₂N(R⁷b)-(CR⁷R⁷a)_m-R⁴;

n is 0, 1, 2, or 3;

m is 0, 1, 2, or 3;

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R^{3a} is H, OH, C₁-C₄ alkyl, C₁-C₄ alkoxy, C₂-C₄ alkenyl or C₂-C₄ alkenyloxy;

R4 is H. OH. OK 14a.

C1-C6 alkyl substituted with 0-3 R4a,

C2-C6 alkenyl substituted with 0-3 R4a,

C2-C6 alkynyl substituted with 0-3 R/1a,

C3-C10 carbocycle substituted with 0-3 R4b,

C6-C10 aryl substituted with 0-3 R4b, or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R4a, at each occurrence, is independently selected from H, F, Cl, Br, I, CF3,

C3-C10 carbocycle substituted with 0-3 R4b,

C6-C10 aryl substituted with 0-3 R4b, or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R4b, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO2,

NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃,

C1-C6 alkyl, C1-C4 alkoxy, C1-C4 haloalkyl,

C1-C4 haloalkoxy, and C1-C4 haloalkyl-S-;

R5 is H, OR 14;

C₁-C₆ alkyl substituted with 0-3 R^{5b};

C1-C6 alkowy substituted with 0-3 R5b;

C2-C6 alkenyl substituted with 0-3 R5b;

C2-C6 alkynyl substituted with 0-3 R^{5b};

C3-C10 carbocycle substituted with 0-3 R5c;

C6-C10 aryl substituted with 0-3 R5c; or

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5 to 10 membered heterocycle containing 1 to 4 heterostoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R5c;

R5a is H, OH, C1-C4 alkyl, C1-C4 alkoxy, C2-C4 alkenyl, or C2-C4 alkenyloxy;

R5b, at each occurrence, is independently selected from:

H, C1-C6 alkyl, CF3, OR14, Cl, F, Br, I, -O, CN, NO2, NR15R16;

C3-C10 carbocycle substituted with 0-3 R5c;

C6-C10 aryl substituted with 0-3 R5c; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

R5c, at each occurrence, is independently selected from II, OII, Cl, F, Br, I, CN, NO2,

NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=0)CH₃, S(-0)₂CH₃,

C1-C6 alkyl, C1-C4 alkoxy, C1-C4 haloalkyl,

C1-C4 haloalkoxy, and C1-C4 haloalkyl-S-;

R6 is H:

C₁-C₆ alkyl substituted with 0-3 R^{6a};

C3-C10 carbocycle substituted with 0-3 R6b; or

C6-C10 aryl substituted with 0-3 R6b;

R^{6a}, at each occurrence, is independently selected from H, C₁-C₆ alkyl, OR¹⁴, Cl, F, Br, I, →O, CN, NO₂, NR¹⁵R¹⁶, aryl or CF₃;

R^{6b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, and C₁-C₄ haloalkoxy;

R⁷, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, CF₃, phenyl and C₁-C₄ alkyl;

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R⁷⁸, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, CF₃, and C₁-C₄ alkyl;

R7b is independently selected from H and C1 C4 alkyl;

Ring B is a 7 membered lactam or thiolactam,

wherein the lactarn is 2-oxo-azepinyl or thiolactam is 2-thioxo azepinyl; wherein each additional lactam carbon or thiolactam carbon is substituted with 0-2 R¹¹; provided two R¹¹ substituents are present on adjacent atoms and are combined to form a henzo fused radical; wherein said benzo fused radical is substituted with 0-4 R¹³:

and.

wherein the lactam or thiolactam contains a heteroatom selected from -N=, -NH-, and $-N(R^{10})$:

 R^{10} is H, C(=0) R^{17} , C(=0) OR^{17} , C(=0) $NR^{18}R^{19}$,

 $S(=0)_2NR^{18}R^{19}$, $S(=0)_2R^{17}$,

C1-C6 alkyl optionally substituted with 0-3 R^{10a};

C6-C10 aryl substituted with 0-4 R 10b;

C3-C10 carbocycle substituted with 0-3 R10b; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 k10b;

R^{10a}, at each occurrence, is independently selected from IL C₁-C₆ alkyl, OR¹⁴, Cl, F, Br, I, =0, CN, NO₂, NR¹⁵R¹⁶, CF₃, or anyl substituted with 0-4 R^{10b};

R^{10b}, at each occurrence, is independently selected from II, OH, C₁-C₆ alkyl, C₁-C₄ alkoxy, Cl. F, Br. I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCII₃, S(-O)CII₃, S(-O)₂CII₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, C₁-C₄ haloalkyl, S;

R¹¹, at each occurrence, is independently selected from

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H, C₁-C₄ alkoxy, Cl, F, Br, I, CN, NO₂, NR¹⁸R¹⁹, C(=O)R¹⁷, C(=O)OR¹⁷, C(=O)NR¹⁸R¹⁹, S(=O)₂NR¹⁸R¹⁹, CF₃;
C₁-C₆ alkyl optionally substituted with 0-3 R^{11a};
C₆-C₁₀ aryl substituted with 0-3 R^{11b};
C₃-C₁₀ carbocycle substituted with 0-3 R^{11b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroalous selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{11b};

R^{11a}, at each occurrence, is independently selected from H, C₁-C₆ alkyl, OR¹⁴, Cl, F, Br, I, =0, CN, NO₂, NR¹⁵R¹⁶, CF₃; phenyl substituted with 0-3 R^{11b}; C₃-C₆ cycloalkyl substituted with 0-3 R^{11b}; and

5 to 6 membered heterocycle containing 1 to 4 heteroatums selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b};

R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCII₃, S(=0)CH₃, S(-0)₂CH₃.

C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl.

C₁-C₄ haloalkoxy, and C₁-C₄ haloalkyl-S-;

Z is H;

C1-C8 alkyl substituted with 1-3 R¹²;
C2-C4 alkenyl substituted with 1-3 R¹²;
C2-C4 alkynyl substituted with 1-3 R¹²;
C1-C8 alkyl substituted with 0-3 R^{12a};
C2-C4 alkenyl substituted with 0-3 R^{12a};
C2-C4 alkynyl substituted with 0-3 R^{12a};
C6-C10 aryl substituted with 0-4 R^{12b};
C3-C10 carbocycle substituted with 0-4 R^{12b}; or

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- 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R12b;
- R12, at each occurrence, is independently selected from

C6-C10 aryl substituted with 0 4 R12b;

C3-C10 carbocycle substituted with 0-4 R^{12b}; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b}.

R12a, at each occurrence, is independently selected from

II, OH, CI, F, Br, I, CN, NO2, NR15R16, -C(=0)NR15R16, CF3, acetyl, SCH3,

S(-O)CH3, S(=O)2CH3,

C1 C6 alkyl, C1-C4 alkoxy, C1-C4 haloalkyl,

C1-C4 haloalkoxy, or C1-C4 haloalkyl-S-;

R12b, at each occurrence, is independently selected from

H, OH, Cl, F, Br, I, CN, NO2, NR¹⁵R¹⁶, CF₃, auetyl, SCH₃, S(=O)CH₃, S(=O)2CH₃.

C1-C6 alkyl, C1-C4 alkoxy, C1-C4 haloalkyl,

C1-C4 haloalkoxy, and C1-C4 haloalkyl-S-;

R¹³, at each occurrence, is independently selected from

H, OH, C1-C6 alkyl, C1-C4 alkoxy, Cl, F, Br, I, CN, NO2, NR15R16, and CF3:

R¹⁴ is H, phenyl, benzyl, C1-C6 alkyl, C2-C6 alkoxyalkyl, or C3-C6 cycloalkyl;

R^{14a} is H, phenyl, benzyl, or C₁-C₄ alkyl;

R¹⁵, at each occurrence, is independently selected from H, C1-C6 alkyl, benzyl, phenethyl, (C1 C6 alkyl) C(-O), and (C1-C6 alkyl)-S(-O)2-;

R¹⁶, at each occurrence, is independently selected from

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H, OH, C_1 - C_6 alkyl, benzyl, phenethyl, $(C_1$ - C_6 alkyl)-C(-O)-, and $(C_1$ - C_6 alkyl) $S(=O)_2$ -;

R¹⁷ is H, C₁-C₆ alkyl, C₂-C₆ alkoxyalkyl, aryl substituted by 0-4 R^{17a}, or -CH₂-aryl substituted by 0-4 K^{17a};

R^{17a} is H, methyl, ethyl, propyl, hutyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF₃, OCF₃, SCH₃, S(O)CH₃, SO₂CH₃, -NH₂, -N(CH₃)₂, or C₁-C₄ haloalkyl;

R18, at each occurrence, is independently selected from H, C1-C6 alkyl, phenyl, benzyl, phenethyl, (C1-C6 alkyl)-C(=O)-, and (C1-C6 alkyl)-S(-O)2-; and

R¹⁹, at each occurrence, is independently selected from H, OH, C₁-C₆ alkyl, phenyl, benzyl, phenethyl, (C₁-C₆ alkyl)-C(-O)-, and (C₁-C₆ alkyl)-S(-O)₂-;

provided, when R¹³ is H,

then Z is H;

C4-C8 alkyl substituted with 1-3 R¹²;

C2-C4 alkenyl substituted with 1-3 R¹²;

C2-C4 alkynyl substituted with 1-3 R¹²;

C1-C8 alkyl substituted with 0-3 R12a;

C2-C4 alkenyl substituted with 0-3 R12a; or

C2-C4 alkynyl substituted with 0-3 R12a.

2. (PREVIOUSLY AMENDED) A compound, according to Claim 1, of Formula (Ia):

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or a pharmaceutically acceptable salt thecoof, wherein:

Z is H;

 C_1 - C_8 alkyl substituted with 0-3 R^{12a} ;

C2-C4 alkenyl substituted with 0-3 R12a, or

C2-C4 alkynyl substituted with 0-3 R12a.

3. (PREVIOUSLY AMENDED) A compound according to Claim 2 of Formula (Ia)

$$H_2N$$
 H_3
 H_3

or a pharmacentically acceptable salt thereof, wherein:

$$R^3$$
 is $(CR^7R^{7a})_{m}-R^4$,
 $-(CR^7R^{7a})_{m}-S-(CR^7R^{7a})_{m}-R^4$,
 $-(CR^7R^{7a})_{m}-O-(CR^7R^{7a})_{m}-R^4$, or
 $-(CR^7R^{7a})_{m}-N(R^{7b})-(CR^7R^{7a})_{m}-R^4$;

n is 0, 1, or 2;

m is 0, 1, or 2;

R^{3a} is H. OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten 1 yl;

R1 is H, OH, OR 142,

C1-C6 alkyl substituted with 0 3 R^{4a}, C2-C6 alkenyl substituted with 0-3 R^{4a},

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C2 C6 alkynyl substituted with 0-3 R4a,

C3-C10 carbocycle substituted with 0-3 R4b,

 C_6 - C_{10} aryl substituted with 0-3 R^{4b} , or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b}:

R42, at each occurrence, is independently selected from H, F, Cl, Br, I, CF3.

C3-C10 carbocycle substituted with 0-3 R4b,

C6-C10 aryl substituted with 0-3 R4b, or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4h}:

R^{4b}, at each occurrence, is independently selected from II, OII, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=0)CH₃, S(=0)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, and C₁-C₄ haloalkoxy;

R5 is H, OR14;

C1-C6 alkyl substituted with 0-3 R5b;

C1-C6 alkoxy substituted with 0-3 R5b;

C2-C6 alkenyl substituted with 0-3 R5b;

C2-C6 alkynyl substituted with 0-3 R5b;

C3-C10 carbocycle substituted with 0-3 R5c;

C6-C10 aryl substituted with 0-3 R5c; or

5 to 10 membered heterocycle containing 1 to 4 heterontoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c}:

R^{5a} is II or C₁-C₄ alkyl;

R^{5b}, at each occurrence, is independently selected from: H, C₁-C₆ alkyl, CF₃, OR¹⁴, C₁, F, Br, I, =0, CN, NO₂, NR¹⁵R¹⁶;

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C3-C10 carbocycle substituted with 0-3 R5c;

CG-C10 aryl substituted with 0-3 R5c; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R5c.

R5c, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=0)CH₃, S(=0)2CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, and C₁-C₄ haloalkoxy,

Rh is H, methyl, or ethyl;

R7, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO2, CF3, phenyl and C1-C4 alkyl;

R^{7a}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, CF₃, and C₁-C₄ alkyl;

R^{7b} is independently selected from II, methyl, cthyl, propyl, and butyl;

Ring B is selected from

 R^{10} is H, C(=0)R¹⁷, C(=0)OR¹⁷, C(=0)NR¹⁸R¹⁹,

 $S(-0)_2NR^{18}R^{19}$, $S(-0)_2R^{17}$; C₁-C₆ alkyl optionally substituted with 0-2 R^{10a} ;

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C6-C10 aryl substituted with 0 4 R^{10b};

 C_3 - C_{10} carbocycle substituted with 0-3 R^{10b} ; or

5 to 10 membered beterocycle containing 1 to 4 hotoroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R 10b;

R^{10a}, at each occurrence, is independently selected from H, C₁-C₆ alkyl, OR¹⁴, Cl, F, Br, I, -O, CN, NO₂, NR¹⁵R¹⁶, CF₃, or phonyl substituted with 0-4 R^{10b};

R10b, at each occurrence, is independently selected from H, OH, C1-C6 alkyl, C1-C4 alkoxy, C1, F, Br, I, CN, NO2, NR¹⁵R¹⁶, or CF3;

R11, at each occurrence, is independently selected from

H, C_1 - C_4 alkoxy, Cl, F, Br, I, CN, NO_2 , $NR^{18}R^{19}$, $C(=O)R^{17}$, $C(=O)OR^{17}$,

C(=O)NR¹⁸R¹⁹, S(=O)2NR¹⁸R¹⁹, CF3;

C1-C6 alkyl optionally substituted with 0-3 R11a;

C6-C10 aryl substituted with 0-3 R11b;

C3-C10 carbocycle substituted with 0-3 R11b; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{11b};

R^{11a}, at each occurrence, is independently selected from H, C₁-C₆ alkyl, OR¹⁴, C₁, F, Br, I, =0, CN, NO₂, NR¹⁵R¹⁶, CF₃, or phenyl substituted with 0-3 R^{11b};

R11b, at each occurrence, is independently selected from

H, OH, Cl, F, Br, I, CN, NO2, NR¹⁵R¹⁶, CF3, acetyl, SCH3, S(=0)CH3, S(=0)2CH3, C1-C6 alkyl, C1-C4 alkoxy, C1-C4 haloalkyl, and C1-C4 haloalkoxy;

Z is H;

C1-C6 alkyl substituted with 0-3 R12a;

C2-C4 alkenyl substituted with 0-3 R12a; or

C2-C4 alkynyl substituted with 0-3 R 12a;

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- R12a, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO2, NR15R16, CF3, acetyl, SCH3, S(=O)CH3, S(=O)2CH3, C1-C6 alkyl, C1-C4 alkoxy, C1-C4 haloalkyl, and C1-C4 haloalkoxy;
- R¹³, at each occurrence, is independently selected from H, OH, C1-C6 alkyl, C1-C4 alkoxy, Cl, F, Br, L, CN, NO₂, NR¹⁵R¹⁶, and CF₃;

R¹⁴ is H. phonyl, benzyl, C₁-C₆ alkyl, or C₂-C₆ alkoxyalkyl;

R14a is H, phenyl, henzyl, methyl, cthyl, propyl, or butyl;

- R15, at each occurrence, is independently selected from H, C1-C6 alkyl, henzyl, phenethyl, (C1-C6 alkyl)-C(=O)-, and (C1-C6 alkyl)-S(=O)2-;
- R16, at each occurrence, is independently selected from H, OH, C1-C6 alkyl, benzyl, phenethyl, (C1-C6 alkyl)-C(=O)-, and (C1-C6 alkyl)-S(=O)2-;
- R¹⁷ is H, C₁-C₆ alkyl, C₂-C₆ alkoxyalkyl, aryl substituted by 0-4 R^{17a}, or -CH₂-aryl substituted by 0-4 R^{17a};
- R^{17a} is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF₃, OCF₃, SCH₃, S(O)CH₃, SO₂CH₃, -NH₂, N(CH₃)₂, or C₁-C₄ baloalkyl;
- R¹⁸, at each occurrence, is independently selected from H, C₁-C₆ alkyl, phenyl, benzyl, phenethyl, (C₁-C₆ alkyl)-C(=0)-, and (C₁-C₆ alkyl)-S(=0)₂-; and
- R¹⁹, at each occurrence, is independently selected from II, OII, C₁-C₆ alkyl, phonyl, bonzyl, phenethyl, (C₁-C₆ alkyl) C(=O)-, and (C₁-C₆ alkyl)-S(=O)₂-.

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4. (PREVIOUSLY AMENDED) A compound according to Claim 3 of Formula (Ia)

or a pharmaceutically acceptable salt thereof, wherein:

 \mathbb{R}^3 is -(CHR⁷)n-R⁴,

n is 0 or 1;

R^{3a} is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

R4 is H. OII, OR14a.

C1-C4 alkyl substituted with 0-2 R4a,

C2-C4 alkenyl substituted with 0-2 R^{4a},

C2 C4 alkynyl substituted with 0-1 R4a,

C3-C6 carbocycle substituted with 0-3 R4b,

C6-C10 aryl substituted with 0-3 R4b, or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b};

R^{4a}, at each occurrence, is independently selected from II, F, Cl, Br, I, CF₃,

C3-C6 carbocycle substituted with 0-3 R4b,

phenyl substituted with 0-3 R4b, or

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5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R4b;

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₄ alkyl, C₁-C₃ alkoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

R⁵ is H, OR¹⁴;

C1-C4 alkyl substituted with 0-3 R^{5b}; C2-C4 alkonyl substituted with 0-3 R^{5b}; C2-C4 alkynyl substituted with 0-3 R^{5b};

R5a is H, methyl, ethyl, propyl, or butyl;

R^{5b}, at each occurrence, is independently selected from:

H, methyl, ethyl, propyl, butyl, CF3, OR¹⁴, Cl, F, Br, I, =0;

C3 C6 carbocycle substituted with 0-3 R^{5c};

phenyl substituted with 0-3 R^{5c}; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen,

oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0
3 R^{5c};

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=0)CH₃, S(=0)2CH₃, C₁-C₄ alkyl, C₁-C₃ alkoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

R6 is H:

R7, at each occurrence, is independently selected from H, F, CF3, methyl, and othyl;

Ring B is selected from

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$$R^{13}$$
 R^{13}
 R^{13}
 R^{10}
 R^{13}
 R^{13}
 R^{13}
 R^{13}
 R^{13}

 R^{10} is H, C(=0) R^{17} , C(=0) OR^{17} ;

C1-C4 alkyl optionally substituted with 0-1 R^{10a};

phenyl substituted with 0-4 R 10b;

C3-C6 carbocycle substituted with 0-3 K10b; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R 10b.

 R^{10a} is selected from H, C_1 - C_3 alkyl, OR^{14} , Cl, F, Br, I, =0, CN, NO₂, $NR^{15}R^{16}$, CF_3 , or phonyl substituted with 0 4 R^{10b} ;

R10b, at each occurrence, is independently selected from H. OH, C1-C4 alkyl, C1 C3 alkoxy, C1, F, Br, I, CN, NO2, NR15R16, or CF3;

R11 is selected from

H, C_1 - C_4 alkoxy, C_1 , F_1 , $NR^{18}R^{19}$, C_2 - O_3) R^{17} , C_4 - O_4) C_4 - C_4 - C_5 0, C_5 0, C_5 0, C_6 0, C_6 0, C_7 1, C_7 1,

C1-C6 alkyl optionally substituted with 0-3 R11a;

C6-C10 aryl substituted with 0-3 R11b;

C3-C6 carbocycle substituted with 0-3 R^{11b}; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitragen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R11b;

R^{11a}, at each occurrence, is independently selected from H, C₁-C₄ alkyl, OR¹⁴, F, =O, NR¹⁵R¹⁶, CF₃, or phenyl substituted with 0-3 R^{11b};

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R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, NR¹⁵R¹⁶, CF3, C1-C4 alkyl, C1-C3 alkoxy, C1 C2 haloalkyl, and C1-C2 haloalkoxy,

Z is H;

į

 $C_1\text{-}C_4$ alkyl substituted with 0-3 R^{12a} ;

C2-C4 alkenyl substituted with 0-3 R12a; or

C2-C4 alkynyl substituted with 0-3 R12a;

R12a, at each occurrence, is independently selected from

H, OH, Cl, F, NR15R16, CF3, acetyl, SCH3, S(=O)CH3, S(-O)2CII3, C1-C4 alkyl,

C1-C3 alkoxy, C1-C2 haloalkyl, and C1-C2 haloalkoxy;

R¹³, at each occurrence, is independently selected from

H, OH, C1-C6 alkyl, C1-C4 alkoxy, Cl, F, Br, I, CN, NO2, NR15R16, and CF3;

R14 is H. phenyl, benzyl, C1-C4 alkyl, or C2-C4 alkoxyalkyl;

R15, at each occurrence, is independently selected from H, C1-C4 alkyl, benzyl, phenethyl, (C1-C4 alkyl)-C(=0)-, and (C1-C4 alkyl)-S(=0)2-;

R16, at each occurrence, is independently selected from

H, OII, C1-C4 alkyl, bonzyl, phenethyl,

 $(C_1-C_4 \text{ alkyl})-C(=O)-$, and $(C_1-C_4 \text{ alkyl})-S(=O)_2-$;

R ¹⁷ is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl, ethoxyethyl, phenyl substituted by 0-3 R ¹⁷a, or -CH₂-phenyl substituted by 0-3 R ¹⁷a;

R¹⁷³ is H, methyl, methoxy, -OH, F, Cl, CF3, or OCF3;

R18, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phonyl, benzyl, and phenethyl; and

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R19, at each occurrence, is independently selected from H, methyl, and ethyl.

5. (Canceled)

6. (Previously Amended) A compound according to Claim 4 of Formula (Ic):

$$H_2N$$
 R^3
 O
 R^5
 N
 N
 R^{13}
 R^{13}
 R^{13}

or a pharmaceutically acceptable salt thereof wherein

 R^3 is R^4 .

R⁴ is C₁-C₄ alkyl substituted with 0-1 R^{4a},

C₂-C₄ alkenyl substituted with 0-1 R^{4a}, or

C₂-C₄ alkynyl substituted with 0-1 R^{4a};

R^{4a} is selected from

H, F, CF3,

C3-C6 carbocycle substituted with 0-3 R^{4b}, phenyl substituted with 0-3 R^{4b}, or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl,

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pyrimidinyl, triazinyl, furanyl, thicnyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{4b}, at each occurrence, is independently selected from II, OH, Cl. F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=0)CH₃, S(=0)2CH₃, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

R⁵ is C₁ C₄ alkyl substituted with 0-1 R^{5b};

C₂-C₄ alkenyl substituted with 0-1 R^{5b};

C₂-C₄ alkynyl substituted with 0-1 R^{5b};

R^{5b} is selected from:

H, methyl, ethyl, propyl, butyl, CF3, OR¹⁴, -O; C3-C6 carbocycle substituted with 0-2 R^{5c}; phonyl substituted with 0 3 R^{5c}; or

- 5 to 6 membered heterocycle containing 1 to 4 heternations selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R50; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thionyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;
- R^{5C}, at each occurrence, is independently selected from H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)2CH₃, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

R¹¹ is selected from

H NR 18R 19, CF3;

C1-C4 alkyl optionally substituted with 0-1 R11a;

phenyl substituted with 0-3 R11b;

C3-C6 carbonycle substituted with 0-3 R11b; and

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl,

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pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piporazinyl, piporidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

- R^{11a} is selected from H, C₁-C₄ alkyl, OR¹⁴, F, =0, NR¹⁵R¹⁶, CF₃, or phenyl substituted with 0-3 R^{11b};
- R11b, at each occurrence, is independently selected from H, OH, Cl, F, NR15R16, CF3, methyl, ethyl, propyl, hutyl, methoxy, ethoxy, propoxy, C1-C2 haloalkyl, and C1-C2 haloalkoxy;
- Z is H:

C₁-C₄ alkyl substituted with 0-3 R^{12a}; C₂-C₄ alkenyl substituted with 0-3 R^{12a}; or C₂-C₄ alkynyl substituted with 0-3 R^{12a};

- R^{12a}, at each occurrence, is independently selected from H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)2CH₃, methyl, ethyl, propyl, hutyl, methoxy, ethoxy, propoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;
- R¹³, at each occurrence, is independently selected from H. OII, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, NR¹⁵R¹⁶, and CF3;
- R14 is H, phenyl, henzyl, methyl, ethyl, propyl, or butyl;
- R¹⁵, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;
- R¹⁶, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=0)-, ethyl-C(=0)-, methyl-S(=0)2-, and ethyl-S(=0)2-;
- R¹⁸, at each occurrence, is independently selected from II, methyl, cthyl, propyl, butyl, phonyl, benzyl, and phenethyl; and
- R¹⁹, at each occurrence, is independently selected from

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II, methyl, and ethyl.

7. - 9 (Canceled)

10. (Currently Amended) A compound, according to Claim 6, wherein:

```
R3 is -CH3, CH2CH3, -CH2CH2CH3, -CH2CH2CH2CH3,
              -CH(CH3)2, -CH(CH3)CH2CH3, -CH2CH(CH3)2.
              -CH2CF3, -CH2CH2CF3, -CH2CH2CII2CF3,
              -CH=CH2, -CH2CH-CH2, -CH2C(CH3)=CH2.
               -CH2CH2CH=CH2,
               cis-CH2CH-CH(CH3),
               trans-CH2CH-CH(CH3),
               -C=CH, \underline{\text{-CH}_2\text{C}}=CH, \underline{\text{-CH}_2\text{C}}=C(\underline{\text{CH}_3}) -CH<sub>2</sub>COCH, \underline{\text{-CH}_2\text{C}}=CCH, \underline{\text{-CH}_2\text{C}}=CH, \underline{\text{-CH}_2
               cyclopropyl-CH2-, cyclobutyl-CH2-, cyclopentyl-CH2-, cyclohexyl-CH2-, cyclopropyl
               CII2CII2-.
                cyclobutyl CH2CH2-, cyclopentyl-CH2CH2-,
                cyclohexyl CH2CH2-, phenyl-CH2-,
                (2 F-phenyl)CH2-, (3-F-phenyl)CH2-, (4-F-phenyl)CII2-,
                (2-Cl-phenyl)CH2-, (3-Cl-phenyl)CH2-, (4-Cl-phenyl)CH2-,
                (2,3-diF-phenyl)CH2-, (2,4-diF-phenyl)CII2-,
                (2,5-diF-phenyl)CH2-, (2,6-diF-phenyl)CH2-,
                (3,4-diF-phenyl)CII<sub>2</sub>-, (3,5-diF-phenyl)CH<sub>2</sub>,
                 (2,3-diCl-phonyl)CH2-, (2,4 diCl-phenyl)CH2-,
                  (2.5-diCl-phenyl)CH2, (2,6-diCl-phenyl)CH2-,
                  (3,4-diCl-phenyl)CH2-, (3,5-diCl-phenyl)CH2-,
                  (3-F-4-Cl-phenyl)CH2-, (3-F-5-Cl-phenyl)CH2-,
                  (3-C1-4-F-phenyl)CH2-, phenyl-CH2CII2-,
                  (2-F-phenyl)CH2CH2-, (3-F-phenyl)CH2CH2,
                  (4-F-phenyl)CH2CH2-, (2-Cl-phenyl)CH2CH2-,
                  (3-Cl phenyl)CH2CH2-, (4-Cl-phenyl)CH2CH2-,
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(2,3-diF-phenyl)CH2CH2-, (2,4-diF-phenyl)CH2CH2-,
   (2.5 dir-phenyl)CH2CH2-, (2,6-dir-phenyl)CH2CII2-,
   (3,4 diF-phenyl)CH2CH2-, (3,5-diF-phenyl)CH2CH2-,
   (2,3-diCl-phenyl)CH_2CH_2-, (2,4-diCl-phenyl)CH_2CH_2-,\\
   (2,5-diCl-phenyl)CH2CH2-, (2,6-diCl-phenyl)CH2CH2-,
   (3,4-diC1-phenyl)CH2CH2-, (3,5-diCl-phonyl)CH2CH2-,
   (3-F-4-Cl-phenyl)CII2CH2-, or (3-F-5 Cl phenyl)CH2CH2-,
R<sup>5</sup> is -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>,
   -CH(CH3)CII2CH3, -CH2CH(CH3)2, -CH2C(CH3)3,
   -\text{CII}_2\text{CH}_2\text{CH}_2\text{CH}_2\text{CH}_3, -\text{CH}(\text{CH}_3)\text{CH}_2\text{CH}_2\text{CH}_3, -\text{CH}_2\text{CH}(\text{CII}_3)\text{CH}_2\text{CH}_3,
    -CII2CH2CH(CH3)2, -CH(CH2CH3)2, -CH2CF3, -CH2CH2CF3,
    -CH2CH2CH2CF3, -CH2CH2CH2CH2CF3, -CH=CH2, -CH2CH=CH2,
    -CH-CHCH3, cis-CH2CH=CH(CH3), trans-CH2CH=CH(CH3),
    trans-CH2CH=CH(C6H5), -CH2CH=C(CH3)2, cis-CH2CH=CHCH2CH3,
    trans-CH2CH=CHCH2CH3, cis-CH2CH2CH=CH(CH3),
    trans-CH2CH2CH=CH(CH3), trans-CH2CH-CHCH2(C6H5),
    -C=CH, -CH2C=CII, -CU2C=C(CH2), -CH2C=C(C6H5),
    -CII2CII2C=CH. -CH2CH2C=C(CH3), -CH2CH2C=C(C6H5),
    -<del>C□CH, -CH2C□CH, -CH</del>2C□C(CH<del>2), -CH</del>2<del>C□C(C</del>6H5),
    -Cf12CH2CECH, -CH2CH2CEC(CH3<del>), -CH2CH</del>2<del>CEC(C</del>6H5<del>),</del>
    cyclopropyi-CH2, cyclobutyl-CH2-, cyclopentyl-CH2-,
    cyclohexyl-CH2-, (2-CH3-cyclopropyl)CH2-,
    (3-CH3-cyclobutyl)CH2-,
    cyclopropyl-CH2CH2-, cyclobutyl-CH2CH2-,
    cyclopentyl-CH2CH2-, cyclohexyl-CH2CH2-,
    (2-CH3-cyclopropyl)CII2CII2-, (3-CH3-cyclobutyl)CH2CH2-,
    phenyl-CH2-, (2-F-phenyl)CH2-, (3 F-phenyl)CH2-,
    (4-F-phonyi)CH2-, furanyl CH2-, thienyl-CH2-,
    pyridyi CH2-, 1-imidazolyl-CH2-, oxazolyl-CH2-,
    isoxazolyl-CH2-,
    phenyl-CH2CH2-, (2-F-phenyl)CH2CII2-, (3-F-phenyl)CH2CH2-,
     (4-F-phenyl)CH2CH2-, furanyl-CH2CH2, thienyl-CH2CH2-,
     pyridyl CH2CH2-, 1-imidazolyl-CH2CH2-, oxazolyl-CH2CH2-,
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isoxazolyl-CH2CH2:

Z is methyl, ethyl, i-propyl, n-propyl, n-butyl, i-butyl, s-butyl, t-butyl, or allyl;

R10.is II, methyl, ethyl, phenyl, benzyl, phenethyl,

4.F. phenyl, (4.F. phenyl)CH2., (4.F. phenyl)CH2CH2.,

4.Cl. phenyl, (4.Cl. phenyl)CH2., (4.Cl. phenyl)CH2CH2.,

4.CH3-phenyl, (4.CH3-phenyl)CH2., (4.CH3-phenyl)CH2CH2.,

4.CF3-phenyl, (4.CH3-phenyl)CH2., or

(4.CF3-phenyl)CH2CH2.;

R11, at each occurrence, is independently selected from
H, [[=O]], methyl, ethyl, phenyl, benzyl, phenethyl,
4-F-phenyl, (4-F-phenyl)CH2-, (4-F-phenyl)CH2CH2-,
3-F-phenyl, (3-F-phenyl)CH2-, (3-F-phenyl)CH2CH2-,
2-F-phenyl, (2-F-phenyl)CH2-, (2-F-phenyl)CH2CH2-,
4-Cl-phenyl, (4-Cl-phenyl)CH2-, (4-Cl-phenyl)CH2CH2-,
3-Cl-phenyl, (3-Cl-phenyl)CH2-, (3-Cl-phenyl)CH2CH2-,
4-Cl13-phenyl, (4-CH3-phenyl)CH2-, (4-CH3-phenyl)CH2CI12-,
3-CH3-phenyl, (3-CH3-phenyl)CH2-, (4-CF3-phenyl)CI12CH2-,
4-CF3-phenyl, (4-CF3-phenyl)CH2-, (4-CF3-phenyl)CI12CH2-,
pyrid-2-yl, pyrid-3-yl, or pyrid-4-yl, and

R13, at each occurrence, is independently selected from H, F, Cl, OII, -CH3, -CH2CH3, -OCH3, or -CF3.

11. (PREVIOUSLY AMENDED) A compound according to Claim 2 selected from:

(2R,3S) N1-[1,3-dihydro-1-methyl 2 oxo-5-phenyl-2H-1,4-benzodiazepiu-3-yl]-2-(2-methylpropyl) 3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin 3 yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

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(2R,3S) N1-[(3S) 1,3-dihydro-1-methyl-2-uxn-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3 allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-hutanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo 5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro 1-methyl-2-oxo-5-phenyl-2H-1,4-henzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl butanediamide;

(2R.3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yf]-2-methyl-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dillydro-1-methyl-2-oxo-5-phenyl 2H-1,4-benzodiazepin-3-yl]-2-methyl-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-methyl-3-propyl-butancdiamide;

(2R) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-herrardiazepin-3-yl]-2-methyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2 (2 methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5 phenyl-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-7-chloro-2II-1,4-bonzodiazopin-3-yl] 2 (2-methylpropyl)-3-allyl-butanodiamide;

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(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-uxo-5-phenyl-7-chloro-2H 1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dillydro-1-methyl-2-oxo-5 (2 fluorophenyl)-7-chloro-2H-1,4-bcnzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro 1 methyl-2-oxo-5-(2-fluorophenyl)-7-chloro-2H-1,4-henzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(2-fluorophenyl)-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butmediamide;

(2S,3S) N1-[1,3-diliydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butancdiamide;

(2R,3S) N1-[(3S)-1,3 dihydro-1-methyl-2-oxo-5-phenyl-7-chloro-2II-1,4-bcnzodiazepin 3-yl]-2-(2-methylpropyl)-3 propyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydm-1-methyl-2-oxo-5-(2-fluorophenyl)-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5 (4-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2 methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(4-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(pyrid-2-yl)-2II-1,4-bcnzodiazcpin-3-yl] 2 (2-methylpropyl)-3-allyl-hutanediamide;

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(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(N-morpholino)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-hutanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl 2-oxo-5-(dimethylamino)-2H-1,4-benzodiazepin-3 y1]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(N-methyl-N-phonylamino)-2H 1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(N-piperidinyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-hutanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(N-homopiperidinyl)-2H-1,4-bcnzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3 dihydro-1-methyl-2-oxo-5-(3-methoxyphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(pyrid-4 yl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butancdiamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo 5 phenyl-7-methoxy-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(pyrid-3-yl)-2II-1,4-benzodiazepin 3 yl]-2-(2-methylpropyl)-3-allyl-butanexiiamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(cyclopropylmethyl)-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(3-fluorophenyl)-2II-1,4-benzodiazepin-3-yl]-2-(2 methylpropyl)-3-allyl-butanezitamide;

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(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(3-fluorophenyl)-2H-1,4-benzudiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

 $(2R,3S) \ N1-[(3R)-1,3-dihydro-1\ methyl-2-oxo-5-(3-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;$

(2R,3S) N1-[(3S)-1,3 dihydro-1-methyl-2-oxo-5-phenyl-2II-1,4-bcnzodiazepin-3-yl]-2-(2-methylpropyl)-3-(3-buten-1-yl)-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-mcthyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(cyclopentylethyl)-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2II-1,4-benzodiazepin-3-yl]-2 (2 methylpropyl)-3-(3-buten-1-yl)-butanediamide;

(2R,3S) N1 $\{(3R)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)$ 2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(3-buten-1-yl)-butanodiamide;

(2R,3S) N1-[1,3-tlihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro 1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2 methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-0x0-5-(4-trifluoromethylphonyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-mcthyl-2-oxo-5-(4 trifluoromethylphenyl)-2H-1,4-benzodiazcpin-3-yl]-2-(2-methylpropyl)-3-n-butyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-nxn-5-(4-trifluoromethylphcnyl)-2II-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butancdiamide;

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(2R,3S) N1-[(3S)-1,3 dihydro-1-methyl-2-oxo-5-(4-chlorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl) 3-(3-buten-1-yl)-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-chlorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-n-butyl-butancdiamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzuliazepin-3-yl]-2-(2-methylpropyl)-3-allyl-N4-[bonzyl]-butanediamide;

(2R,3S) N1-[1,3 dihydro-1-methyl-2-oxo-5-methyl-2H-1,4-benzodiazcpin-3-yl]-2-(2 methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-n-butyl-2H-1,4 benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-hutanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl 2-oxo-5-(2-methylpropyl)-2H-1,4-henzudiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(4-chlorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butznediamide;

(2R,3S) N1-[1,3-dihydro-1-ethyl-2-oxo-5-phonyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butancdiamide;

(2R,3S) N1-[1,3-dihydro 1-propyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-mcthylpropyl)-3 allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-(isopropyl)-2-oxo-5-phenyl-2II-1,4-benzodiazepin-3-yl]-2 (2 methylpropyl)-3-allyl-butanediamide; and

(2R,3S) N1-[(3S)-1,3 dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3,3-diallyl-butanediamide.

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12. (PREVIOUSLY AMENDED) A compound, according to Claim 1, of Formula (Ia"):

от a pharmacoutically acceptable salt thereof, wherein:

Z is C1-C8 alkyl substituted with 1-3 R¹²;

C2-C4 alkeryl substituted with 1-3 R¹²;

C2-C4 alkynyl substituted with 1-3 R12;

C6-C10 aryl substituted with 0-4 R12b;

C3-C10 carbocycle substituted with 0-4 R^{12b} ; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

provided, when R¹³ is H,
then Z is C4-C8 alkyl substituted with 1-3 R¹²;
C2-C4 alkenyl substituted with 1-3 R¹²; or
C2-C4 alkynyl substituted with 1-3 R¹².

13. (PREVIOUSLY AMENDED) A compound according to Claim 12 of Formula (Ia")

(Ia")

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or a pharmacentically acceptable salt thereof, wherein:

 R^{7} is $(CR^{7}R^{7a})_{n}$ - R^{4} , $-(CR^{7}R^{7a})_{n}$ -S- $(CR^{7}R^{7a})_{m}$ - R^{4} , $-(CR^{7}R^{7a})_{n}$ -O- $(CR^{7}R^{7a})_{m}$ - R^{4} , or $-(CR^{7}R^{7a})_{n}$ - $N(R^{7b})$ - $(CR^{7}R^{7a})_{m}$ - R^{4} ;

n is 0, 1, or 2;

m is 0, 1, or 2;

R^{3a} is H, OH, methyl, ethyl, propyl, butyl, methoxy, cthoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

R4 is H, OH, OR 14a,

C1-C6 alkyl substituted with 0-3 R4a,

C2-C6 alkenyl substituted with 0-3 R4a,

C2-C6 alkynyl substituted with 0-3 R4a,

C3-C10 carbocycle substituted with 0-3 R4b,

C6-C10 aryl substituted with 0.3 R4b, or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R4b;

R^{4a}, at each occurrence, is independently selected from H, F, Cl, Br, L CF₃,

C3-C10 carbocycle substituted with 0-3 R^{4b},

C6-C10 aryl substituted with 0-3 R4b, or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

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R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(-O)CH₃, S(-O)2CH₂, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, and C₁-C₄ haloalkoxy;

R⁵ is H. OR¹⁴;

C1-C6 alkyl substituted with 0-3 R5b;

C1-C6 alkoxy substituted with 0 3 R5b;

C2-C6 alkerryl substituted with 0-3 R5h;

C2-C6 alkynyl substituted with 0-3 K5h;

C3-C10 carbocycle substituted with 0-3 R5c;

C6-C10 aryl substituted with 0-3 R5c; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

R⁵² is II or C₁-C₄ alkyl;

R5b, at each occurrence, is independently selected from:

H, C1-C6 alkyl, CF3, OR14, Cl, F, Br, I, =0, CN, NO2, NR15R16;

C3 C10 carbocycle substituted with 0-3 R5c;

C6-C10 aryl substituted with 0-3 R5c; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R5c;

R^{5C}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCII₃, S(=0)CH₃, S(-0)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, and C₁-C₄ haloalkoxy;

R6 is H, methyl, or ethyl;

R⁷, at each occurrence, is independently selected from II, OII, Cl, F, Br, I, CN, NO₂, CF₃, phenyl, and C₁-C₄ alkyl;

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R7a, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO2, CF3, and C1-C4 alkyl;

R^{7b} is independently selected from H, methyl, ethyl, propyl, and butyl;

Ring B is selected from

$$R^{13}$$
 R^{13} R^{13} R^{13} R^{13} and R^{10} R^{13} ,

 R^{10} is H, C(-O) R^{17} , C(-O)O R^{17} , C(-O)N $R^{18}R^{19}$,

S(-O)2NK18R19, S(-O)2R17;

 C_1 - C_6 alkyl optionally substituted with 0-2 R^{10a} ;

C6-C10 aryl substituted with 0-4 R 10b;

 C_3 - C_{10} carbocycle substituted with 0-3 R^{10b} ; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrugen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R10b;

R^{10a}, at each occurrence, is independently selected from H. C₁-C₆ alkyl, OR¹⁴, Cl, F, Br, I, =O, CN, NO₂, NR¹⁵R¹⁶, CF₃, or phenyl substituted with 0-4 R^{10b};

R10b, at each occurrence, is independently selected from H, OH, C1 C6 alkyl, C1-C4 alkoxy, C1, F, Br, I, CN, NO2, NR15R16, or CF3;

R11, at each occurrence, is independently selected from

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H, C_1 - C_4 alkoxy, Cl, F, Br, I, CN, NO2, $NR^{18}R^{19}$, $C(=0)R^{17}$, $C(=0)R^{18}R^{19}$, $S(=0)_2NR^{18}R^{19}$, CF3; C_1 - C_6 alkyl optionally substituted with 0-3 $R^{11}a$;

C6-C10 aryl substituted with 0-3 R11b;

C3-C10 carbocycle substituted with 0-3 R^{11b}; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R11b;

R^{11a}, at each occurrence, is independently selected from H, C₁-C₆ alkyl, OR¹⁴, Cl, F, Br, I, =0, CN, NO₂, NR¹⁵R¹⁶, CF₃, or phenyl substituted with 0-3 R^{11b},

R11b, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO2.

NR15R16, CF3, acetyl, SCH3, S(=0)CH3, S(=0)2CH3, C1-C6 alkyl, C1-C4 alkoxy,
C1-C4 haloalkyl, and C1 C4 haloalkoxy;

Z is C1-C6 alkyl substituted with 1-3 R¹²;

C2-C4 alkenyl substituted with 1-3 R¹²;

C2-C4 alkynyl substituted with 1-3 R¹²;

C6-C10 aryl substituted with 0-4 R^{12b};

C3-C10 carbocycle substituted with 0 4 R^{12b} ; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R 12b.

R12, at each occurrence, is independently selected from

C6-C10 aryl substituted with 0-4 R 12b;

C3-C10 carbocycle substituted with 0-4 R12b; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R12b;

R 12b, at each occurrence, is independently selected from

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H, OH, Cl, F, Br, I, CN, NO₂, $NR^{15}R^{16}$, CF₃, acetyl, SCII₃, S(=O)CH₃, S(=O)2CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ baloalkyl, and C₁-C₄ haloalkoxy;

R¹³, at each occurrence, is independently selected from II, OH, C₁-C₆ alkyl, C₁-C₄ alkoxy, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, and CF₃;

R14 is II, phonyl, benzyl, C1-C6 alkyl, or C2-C6 alkoxyalkyl;

R14a is H, phonyl, benzyl, methyl, ethyl, propyl, or butyl;

R15, at each occurrence, is independently selected from H, C1-C6 alkyl, benzyl, phenethyl, (C1-C6 alkyl)-C(-O)-, and (C1-C6 alkyl) S(=O)2-;

R¹⁶, at each occurrence, is independently selected from H, OH, C₁-C₆ alkyl, benzyl, phenethyl, (C₁-C₆ alkyl)-C(=O)-, and (C₁-C₆ alkyl)-S(=O)₂-;

R¹⁷ is II, C₁-C₆ alkyl, C₂-C₆ alkoxyalkyl, aryl substituted by 0-4 R¹⁷a, or -CH₂-aryl substituted by 0-4 R¹⁷a;

R^{17a} is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF₃, OCF₃, SCH₃, S(O)CH₃, SO₂CH₃, -NH₂, N(CH₃)₂, or C₁-C₄ haloalkyl;

R18, at each occurrence, is independently selected from II, C1-C6 alkyl, phenyl, benzyl, phenethyl, (C1-C6 alkyl)-C(=O)-, and (C1-C6 alkyl)-S(-O)2-; and

R19, at each occurrence, is independently selected from H, OH, C1-C6 alkyl, phenyl, benzyl, phenethyl, (C1-C6 alkyl)-C(-O)-, and (C1-C6 alkyl)-S(-O)2-;

provided, when R^{13} is II,

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then Z is C4-C6 alkyl substituted with 1-3 R¹²;

C2-C4 alkenyl substituted with 1-3 R¹²; or

C2-C4 alkynyl substituted with 1-3 R¹².

14. (PREVIOUSLY AMENDED) A compound according to Claim 13 of Formula (Ia")

or a pharmacentically acceptable salt thereof, wherein:

 R^3 is -(CHR⁷)n-R⁴,

n is 0 or 1;

R³a is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

R4 is H, OH, OR14a,

C1-C4 alkyl substituted with 0-2 R4a,

C2-C4 alkenyl substituted with 0-2 R4a,

C2-C4 alkynyl substituted with 0-1 R4a,

C3-C6 carbocycle substituted with 0-3 R4b,

 C_6 - C_{10} aryl substituted with 0-3 R^{4b} , or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R4b;

 R^{4a} , at each occurrence, is independently selected from H, F, Cl, Br, I, CF3, C3-C6 carbocycle substituted with 0-3 R^{4b} ,

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phenyl substituted with 0 3 R4b, or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen,
oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 03 R4b;

R4b, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR 15R 16, CF₃, acctyl, SCH₃, S(=0)CH₃, S(=0)2CH₃, C₁-C₄ alkyl, C₁-C₃ alkoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkyr,

R5 is H, OR14;

C1-C4 alkyl substituted with 0-3 R5b;

C2-C4 alkenyl substituted with 0-3 R5b;

C2-C4 alkynyl substituted with 0-3 R5b;

R⁵⁸ is H, methyl, ethyl, propyl, or butyl;

R^{5b}, at each occurrence, is independently selected from:

H, methyl, ethyl, propyl, butyl, CF3, OR¹⁴, Cl, F, Br, I, =0;

C3-C6 carbocycle substituted with 0-3 R^{5c};

phonyl substituted with 0-3 R^{5c}; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen,

oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c};

R⁵⁰, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=0)CH₃, S(-0)₂CH₃, C₁-C₄ alkyl, C₁-C₃ alkoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

Rh is H:

R7, at each occurrence, is independently selected from H, F, CF3, methyl, and ethyl;

Ring B is selected from

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 R^{10} is H, C(=0) R^{17} , C(=0) OR^{17} ;

C1-C4 alkyl optionally substituted with 0-1 R^{10a};

phenyl substituted with 0-4 R10b;

C3-C6 carbocycle substituted with 0-3 R 10b; or

5 to 6 membered heterocycle containing 1 to 4 heterozoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R10h.

 R^{10a} is selected from H, C1-C4 alkyl, OR¹⁴, Cl, F, Br, I, =0, CN, NO₂, NR¹⁵R¹⁶, CF₃, or phenyl substituted with 0-4 R^{10b};

R10b, at each occurrence, is independently selected from H, OH, C1-C4 alkyl, C1-C3 alkoxy, C1, F, Br, I, CN, NO2, NR15R16, or CF3;

R11 is selected from

II, C_1 - C_4 alkoxy, C_1 , F_7 , $NR^{18}R^{19}$, $C(=0)R^{17}$, $C(=0)OR^{17}$, CF_3 ;

C1-C6 alkyl optionally substituted with 0-3 R11a;

C6-C10 aryl substituted with 0-3 R11b;

C3-C6 carbocycle substituted with 0-3 R11b; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R11b.

R^{11a}, at each occurrence, is independently selected from H, C₁-C₄ alkyl, OR¹⁴, F, -O, NR¹⁵R¹⁶, CF₃, or phonyl substituted with 0-3 R^{11b};

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- R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, C₁-C₄ alkey, C₁-C₃ alkey, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;
- Z is C1-C4 alkyl substituted with 1-3 K¹²;
 - C2-C4 alkenyl substituted with 1 3 R12;
 - C2-C4 alkynyl substituted with 1-3 K12;
 - C6-C10 aryl substituted with 0-4 R12h;
 - C3-C6 carbocycle substituted with 0-4 R12h; or
 - 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R12b;
- R12, at each occurrence, is independently selected from
 - C6-C10 aryl substituted with 0-4 R 12b;
 - $C_3\text{-}C_6$ carbocycle substituted with 0-4 R^{12b} ; or
 - 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};
- R^{12b}, at each occurrence, is independently selected from H, OH, Cl, F, NR 15R 16, CF3, acetyl, SCH3, S(¬U)CH3, S(=O)2CH3, C1-C4 alkyl, C1-C3 alkoxy, C1-C2 haloalkyl, and C1-C2 haloalkoxy;
- R¹³, at each occurrence, is independently selected from H, OH, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, and CF₃:
- R14 is H, phenyl, bonzyl, C1-C4 alkyl, or C2-C4 alkoxyalkyl;
- R^{15} , at each occurrence, is independently selected from H, C₁-C₄ alkyl, benzyl, phonethyl. (C₁-C₄ alkyl)-C(=O)-, and (C₁-C₄ alkyl)-S(=O)₂-;
- R16, at each occurrence, is independently selected from H, OII, C1-C4 alkyl, benzyl, phenethyl,

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 $(C_1-C_4 \text{ alkyl})-C(-O)-$, and $(C_1-C_4 \text{ alkyl})-S(=O)_2-$;

 R^{17} is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl, ethoxyethyl, phenyl substituted by 0-3 R^{17a} , or -CH₂-phenyl substituted by 0-3 R^{17a} ;

R 17a is H, methyl, methoxy, -OH, F, Cl, CF3, or OCF3;

R18, at each occurrence, is independently selected from II, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R19, at each occurrence, is independently selected from H, methyl, and ethyl;

provided, when R¹³ is H,
then Z is butyl substituted with 1-3 R¹²;
C2 C4 alkenyl substituted with 1-3 R¹²; or
C2 C4 alkynyl substituted with 1-3 R¹².

15. (Canceled)

16. (Previously Amended) A compound according to Claim 14 of Formula (Ic)

$$H_2N$$
 R^3
 R^{13}
 R^{13}
 R^{13}
(Ic)

or a pharmaceutically aexeptable salt thereof

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wherein

 \mathbb{R}^3 is \mathbb{R}^4 ,

R⁴ is C₁-C₄ alkyl substituted with 0-1 R^{4a},

C₂-C₄ alkenyl substituted with 0-1 R^{4a}, or

C₂-C₄ alkynyl substituted with 0-1 R^{4a};

R4a is selected from

H, F, CF3,

C3-C6 carbocycle substituted with 0-3 R4b,

phenyl substituted with 0-3 R4b, or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R4b; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, finanyl, thicnyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{4b}, at each occurrence, is independently selected from II, OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=0)CH₃, S(=0)2CH₃, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

 $m R^5$ is C₁-C₄ alkyl substituted with 0-1 $m R^{5b}$; C₂ C₄ alkenyl substituted with 0-1 $m R^{5b}$; C₂-C₄ alkynyl substituted with 0-1 $m R^{5b}$;

R5b is selected from:

H, methyl, ethyl, propyl, butyl, CF3, OR¹⁴, =0; C3-C6 carbocycle substituted with 0-2 R^{5c};

phenyl substituted with 0-3 R5c; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from oldrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R5c; wherein said 5 to 6 membered heterocycle is selected from pyridinyl,

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pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

R11 is selected from

H. NR18R19, CF3;

C1-C4 alkyl optionally substituted with 0-1 R11a;

phenyl substituted with 0-3 R^{11b};

C3-C6 carbocycle substituted with 0-3 R^{11b}; or

- 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;
- R^{11a} is selected from H, C₁-C₄ alkyl, OR¹⁴, F, =O, NR¹⁵R¹⁶, CF₃, or phenyl substituted with 0-3 R^{11b};
- R11b, at each occurrence, is independently selected from H, OH, Cl, F, NR¹⁵R¹⁶, CF3, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C1-C2 haloalkyl, and C1-C2 haloalkoxy;

Z is C1-C3 alkyl substituted with 1-3 R¹²;

C2-C3 alkenyl substituted with 1-3 R12;

C2-C3 alkynyl substituted with 1-3 R¹²;

C6-C10 aryl substituted with 0-4 R12b;

C3-C6 carbocycle substituted with 0-3 R^{12b}; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{12b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl,

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pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

- R12, at each occurrence, is independently selected from
 - C6-C10 aryl substituted with 0-4 R12b;
 - C3-C6 carbocycle substituted with 0-3 R^{12b}; or
 - 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R12b; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;
- R12b, at each occurrence, is independently selected from H, OH, Cl, F, NR15R16, CF3, acetyl, SCH3, S(=O)CH3, S(=O)2CH3, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C1-C2 haloalkyl, and C1-C2 haloalkoxy;
- R¹³, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, NR¹⁵R¹⁶, and CF₃;
- R14 is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;
- R¹⁵, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;
- R¹⁶, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-S(=O)2-, and ethyl-S(=O)2-;
- R18, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and
- R¹⁹, at each occurrence, is independently selected from H, methyl, and ethyl;

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provided, when R¹³ is H, then Z is C₂-C₃ alkenyl substituted with 1-3 R¹²; or C₂-C₃ alkynyl substituted with 1-3 R¹².

17. - 19.(Canceled)

20. (Currently Amended) A compound according to Claim 16, wherein:

```
R<sup>3</sup> is -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>,
    -CH(CH3)2, -CH(CH3)CH2CH3, -CH2CH(CH3)2,
    -CH2CF3, -CH2CH2CF3, -CH2CH2CH2CF3,
    -CH=CH2, -CH2CH=CH2, -CH2C(CH3)=CH2,
    -CH2CH2CH=CH2,
    cis-CH2CH=CH(CH3),
    trans-CH2CH=CH(CH3),
    -C = CH, -CH_2C \square CH, -CH_2C \square C(CH_3),
    cyclopropyl-CH2-, cyclobutyl-CH2-, cyclopentyl-CH2-, cyclopropyl-
    CH2CH2-,
    cyclobutyl-CH2CH2-, cyclopentyl-CH2CH2-,
    cyclohexyl-CH2CH2-, phenyl-CH2-,
    (2-F-phenyl)CH2-, (3-F-phenyl)CH2-, (4-F-phenyl)CH2-,
    (2-Cl-phenyl)CH2-, (3-Cl-phenyl)CH2-, (4-Cl-phenyl)CH2-,
     (2,3-diF-phenyl)CH2-, (2,4-diF-phenyl)CH2-,
     (2,5-diF-phenyl)CH2-, (2,6-diF-phenyl)CH2-,
     (3,4-diF-phenyl)CH2-, (3,5-diF-phenyl)CH2-,
     (2,3-diCl-phenyl)CH2-, (2,4-diCl-phenyl)CH2-,
     (2,5-diCl-phenyl)CH2-, (2,6-diCl-phenyl)CH2-,
     (3,4-diCl-phenyl)CH2-, (3,5-diCl-phenyl)CH2-,
     (3-F-4-Cl-phenyl)CH2-, (3-F-5-Cl-phenyl)CH2-,
     (3-Cl-4-F-phenyl)CH2-, phenyl-CH2CH2-,
     (2-F-phenyl)CH2CH2-, (3-F-phenyl)CH2CH2-,
     (4-F-phenyl)CH2CH2-, (2-Cl-phenyl)CH2CH2-,
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```
(3-Cl-phenyl)CH2CH2-, (4-Cl-phenyl)CH2CH2-,
   (2,3-diF-phenyl)CH2CH2-, (2,4-diF-phenyl)CH2CH2-,
   (2,5-diF-phenyl)CH2CH2-, (2,6-diF-phenyl)CH2CH2-,
   (3,4-diF-phenyl)CH2CH2-, (3,5-diF-phenyl)CH2CH2-,
   (2,3-\mathrm{diCl\text{-}phenyl})CH_2CH_2\text{--}, (2,4-\mathrm{diCl\text{-}phenyl})CH_2CH_2\text{--},
   (2,5-diCl-phenyl)CH2CH2-, (2,6-diCl-phenyl)CH2CH2-,
   (3,4-diCl-phenyl)CH2CH2-, (3,5-diCl-phenyl)CH2CH2-,
   (3-F-4-Cl-phenyl)CH2CH2-, or (3-F-5-Cl-phenyl)CH2CH2-,
R<sup>5</sup> is -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>,
    -CH(CH<sub>3</sub>)CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>C(CH<sub>3</sub>)<sub>3</sub>,
    -CH2CH2CH2CH3, -CH(CH3)CH2CH2CH3, -CH2CH(CH3)CH2CH3,
    -CH2CH2CH(CH3)2, -CH(CH2CH3)2, -CH2CF3, -CH2CH2CF3,
    -CH2CH2CH2CF3, -CH2CH2CH2CH2CF3, -CH=CH2, -CH2CH=CH2,
    -CH=CHCH3, cis-CH2CH=CH(CH3), trans-CH2CH=CH(CH3),
    trans-CH2CH=CH(C6H5), -CH2CH=C(CH3)2, eis-CH2CH=CHCH2CH3,
    trans-CH2CH=CHCH2CH3, cis-CH2CH2CH=CH(CH3),
    trans-CH2CH2CH=CH(CH3), trans-CH2CH=CHCH2(C6H5),
     -C\squareCH, -CH<sub>2</sub>C\squareCH, -CH<sub>2</sub>C\squareC(CH<sub>3</sub>), -CH<sub>2</sub>C\squareC(C<sub>6</sub>H<sub>5</sub>),
     -CH<sub>2</sub>CH<sub>2</sub>C\squareCH, -CH<sub>2</sub>CH<sub>2</sub>C\squareC(CH<sub>3</sub>), -CH<sub>2</sub>CH<sub>2</sub>C\squareC(C<sub>6</sub>H<sub>5</sub>),
     cyclopropyl-CH2-, cyclobutyl-CH2-, cyclopentyl-CH2-,
     cyclohexyl-CH2-, (2-CH3-cyclopropyl)CH2-,
     (3-CH3-cyclobutyl)CH2-,
     cyclopropyl-CH2CH2-, cyclobutyl-CH2CH2-,
      cyclopentyl-CH2CH2-, cyclohexyl-CH2CH2-,
      (2-CH3-cyclopropyl)CH2CH2-, (3-CH3-cyclobutyl)CH2CH2-,
      phenyl-CH2-, (2-F-phenyl)CH2-, (3-F-phenyl)CH2-,
      (4-F-phenyl)CH2-, fluranyl-CH2-, thienyl-CH2-,
      pyridyl-CH2-, 1-imidazolyl-CH2-, oxazolyl-CH2-,
      isoxazolyl-CH2-,
      phenyl-CH2CH2-, (2-F-phenyl)CH2CH2-, (3-F-phenyl)CH2CH2-,
      (4-F-phenyl)CH2CH2-, furanyl-CH2CH2-, thienyl-CH2CH2-,
      pyridyl-CH2CH2-, 1-imidazolyl-CH2CH2-, oxazolyl-CH2CH2-,
      isoxazolyl-CH2CH2-;
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Z is phenyl, 2-F-phenyl, 3-F-phenyl, 4-F-phenyl,
   2-Cl-phenyl, 3-Cl-phenyl, 4-Cl-phenyl, 2,3-diF-phenyl,
   2,4-diF-phenyl, 2,5-diF-phenyl, 2,6-diF-phenyl,
   3,4-diF-phenyl, 3,5-diF-phenyl, 2,3-diCl-phenyl,
    2,4-diCl-phenyl, 2,5-diCl-phenyl, 2,6-diCl-phenyl,
    3,4-diCl-phenyl, 3,5-diCl-phenyl, 3-F-4-Cl-phenyl,
    3-F-5-Cl-phenyl, 3-Cl-4-F-phenyl, 2-MeO-phenyl,
    3-MeO-phenyl, 4-MeO-phenyl, 2-Me-phenyl, 3-Me-phenyl,
    4-Me-phenyl, 2-MeS-phenyl, 3-MeS-phenyl, 4-MeS-phenyl,
    2-CF3O-phenyl, 3-CF3O-phenyl, 4-CF3O-phenyl,
    furanyl, thienyl, pyridyl, 2-Me-pyridyl, 3-Me-pyridyl,
        4-Me-pyridyl, 1-imidazolyl, oxazolyl, isoxazolyl,
    cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl,
        N-piperidinyl,
    phenyl-CH2-, (2-F-phenyl)CH2-, (3-F-phenyl)CH2-,
    (4-F-phenyl)CH<sub>2</sub>-, (2-Cl-phenyl)CH<sub>2</sub>-, (3-Cl-phenyl)CH<sub>2</sub>-, (4-Cl-phenyl)CH<sub>2</sub>-, (2,3-diF-
           phenyl)CH2-,
     (2,4-diF-phenyl)CH2-, (2,5-diF-phenyl)CH2-,
     (2,6-diF-phenyl)CH2-, (3,4-diF-phenyl)CH2-,
     (3,5-diF-phenyl)CH2-, (2,3-diCl-phenyl)CH2-,
     (2,4-diCl-phenyl)CH2-, (2,5-diCl-phenyl)CH2-,
     (2,6-diCl-phenyl)CH2-, (3,4-diCl-phenyl)CH2-,
     (3,5-diCl-phenyl)CH2-, (3-F-4-Cl-phenyl)CH2-,
     (3-F-5-Cl-phenyl)CH2-, (3-Cl-4-F-phenyl)CH2-,
     (2-MeO-phenyl)CH2-, (3-MeO-phenyl)CH2-,
     (4-MeO-phenyl)CH2-, (2-Me-phenyl)CH2-,
     (3-Me-phenyl)CH2-, (4-Me-phenyl)CH2-,
      (2-MeS-phenyl)CH2-, (3-MeS-phenyl)CH2-,
      (4-MeS-phenyl)CH2-, (2-CF3O-phenyl)CH2-,
      (3-CF3O-phenyl)CH2-, (4-CF3O-phenyl)CH2-,
      (furanyl)CH2-,(thienyl)CH2-, (pyridyl)CH2-,
      (2-Me-pyridyl)CH2-, (3-Me-pyridyl)CH2-,
      (4-Me-pyridyl)CH2-, (1-imidazolyl)CH2-,
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(uxazolył)CH2-, (isoxazolyl)CH2-,
(cyclopropyl)CH2-, (cyclobutyl)CH2-, (cyclopentyl)CH2-,
 (cyclohexyl)CH2-, (N-piperidinyl)CH2-,
 phenyl-CH2CH2-, (phenyl)2CHCII2-, (2-F phenyl)CH2CH2-,
 (3-F-phenyl)CH2CH2-, (4-F-phenyl)CH2CH2,
 (2-Cl-phenyl)CH2CH2-, (3-Cl-phenyl)CH2CH2-,
  (4-Cl\cdot phenyl)CH_2CH_2-, (2,3-diF-phenyl)CH_2CH_2-, \\
 (2,4-diF-phenyl)CH_2CH_2-, (2,5-diF-phenyl)CH_2CH_2-,
 (2,6-diF-phenyl)CH2CII2-, (3,4-diF-phenyl)CH2CH2-,
 (3,5-diF-phenyl)CH2CH2-, (2,3-diCl phenyl)CH2CH2-,
 (2,4-diC1-phenyl)CH2CH2-, (2.5 diC1-phenyl)CH2CH2-,
 (2,6-diCl-phenyl)CH2CII2-, (3,4-diCl-phenyl)CH2CH2-,
  (3,5-diCl-phenyl)CII2CH2-, (3 F-4-Cl-phenyl)CH2CII2-,
  (3-F-5-C1-phonyl)CH2CH2-, (3-C1-4-F-phonyl)CH2CH2-,
  (2-MeO-phonyl)CH2CH2, (3-MeO-phenyl)CH2CH2-,
  (4-MeO-phonyl)CH_2CH_2-, (2-Me-phenyl)CH_2CH_2-,\\
  (3-Mo-phonyl)CH2CH2-, (4-Me-phenyl)CH2CII2-,
  (2-MeS-phonyl)CH2CH2-, (3-MeS-phenyl)CH2CII2-,
  (4-McS-phonyl)CH2CH2-, (2-CF3O-phenyl)CH2CH2-,
  (3-CF3O-phenyl)CH2CH2-, (4-CF3O-phenyl)CH2CH2-, (furanyl)CH2CH2-
      (thicnyl)CH2CH2-, (pyridyl)CH2CH2-,
  (2-Me pyridyl)CH2CH2-, (3-Me-pyridyl)CH2CH2,
  (4-Me-pyridyl)CH2CH2-, (imidazolyl)CH2CH2-, (oxazolyl)CH2CH2-,
      (isoxazolyi)CH2CH2-, (cyclopropyl)CH2CH2-, (cyclobutyl)CH2CH2-,
      (cyclopentyl)CH2CII2-, (cyclohexyl)CH2CH2-, or
      (N-piperidinyl)CH2CH2-;
R<sup>10</sup> is H, methyl, ethyl, phenyl, benzyl, phenethyl.
   4 F phenyl, (4-F-phenyl)CH2-, (4-F-phenyl)CH2CH2-,
   4-C1-phenyl, (4-C1-phenyl)CII2-, (4-C1-phenyl)CH2CH2-,
   4-CH3-phonyl, (4-CH3-phonyl)CH2-, (4-CH3 phonyl)CH2CH2-,
   4-CF3-phenyl, (4-CF3-phenyl)CH2-, or
   (4-CF3 phenyl)CH2CH2-;
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- R¹¹, at each occurrence, is independently selected from H, [[=O]], methyl, ethyl, phenyl, benzyl, phenethyl, 4-F-phenyl, (4-F-phenyl)CH2-, (4-F-phenyl)CH2CH2-, 3-F-phenyl, (3-F-phenyl)CH2-, (3-F-phenyl)CH2CH2-, 2-F-phenyl, (2-F-phenyl)CH2-, (2-F-phenyl)CH2CH2-, 4-Cl-phenyl, (4-Cl-phenyl)CH2-, (4-Cl-phenyl)CH2CH2-, 3-Cl-phenyl, (3-Cl-phenyl)CH2-, (3-Cl-phenyl)CH2CH2-, 4-CH3-phenyl, (4-CH3-phenyl)CH2-, (4-CH3-phenyl)CH2CH2-, 3-CH3-phenyl, (3-CH3-phenyl)CH2-, (3-CH3-phenyl)CH2CH2-, 4-CF3-phenyl, (4-CF3-phenyl)CH2-, (4-CF3-phenyl)CH2-, pyrid-2-yl, pyrid-3-yl, or pyrid-1-yl, and
- R¹³, at each occurrence, is independently selected from H, F, Cl, OH, -CH₃, -CH₂CH₃, -OCII₃, or -CF₃.
- 21. (Canceled)
- 22. (Original) A pharmaceutical composition comprising a compound of Claim 1; and a pharmaceutically acceptable carrier.
- 23. (Previously Amended) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 1.
- 24. (Canceled)
- 25. (Previously added) A compound according to Claim 4 of Formula (Ig):

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$$H_2N$$
 R^3
 O
 R^5
 N
 N
 Z
 R^{13}
 R^{13}
 R^{13}

or a pharmaceutically acceptable salt thereof wherein:

R3 is R4.

R⁴ is C₁-C₄ alkyl substituted with 0-1 R^{4a},

C₂-C₄ alkenyl substituted with 0-1 R^{4a}, or

C₂-C₄ alkynyl substituted with 0-1 R^{4a};

R^{4a}, at each occurrence, is independently selected from H, F, CF₃,

C₃-C₆ carbocycle substituted with 0-3 R^{4b}, phenyl substituted with 0-3 R^{4b}, or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R4b; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, acctyl, SCH₃, S(=O)CH₃, S(-O)₂CII₃, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C₁-C₂ haloslkyl, and C₁-C₂ haloslkoxy;

R⁵ is C₁-C₄ alkyl substituted with 0-1 R^{5b};

C₂-C₄ alkenyl substituted with 0-1 R^{5b};

C₂-C₄ alkynyl substituted with 0-1 R^{5b};

R5b is selected from:

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H, methyl, cthyl, propyl, butyl, CF3, OR14, -0;
C3-C6 carbocycle substituted with 0-2 R5c;
phenyl substituted with 0-3 R5c; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms sold

- 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R5c; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;
- R5c, at each occurrence, is independently selected from H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C₁ C₂ haloalkyl, and C₁-C₂ haloalkoxy;

R^{10} is H, C(=0) R^{17} , C(=0) OR^{17} ;

C1-C4 alkyl optionally substituted with 0 1 R^{10a}; phenyl substituted with 0-4 R^{10b}; C3-C6 corbocycle substituted with 0-3 R^{10b}; or

- 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{10h}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;
- R^{10a} is selected from II, methyl, ethyl, propyl, butyl, $OR^{14},\,Cl,\,F,$ =0, $NR^{15}R^{16},\,CF_3,\,or$ phenyl substituted with 0-4 $R^{10b};$
- R10b, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, Cl, F, NR15R16, and CF3;

Z is II:

C₁-C₄ alkyl substituted with 0-3 R^{12a}; C₂-C₄ alkenyl substituted with 0-3 R^{12a}; or C₂-C₄ alkynyl substituted with 0-3 R^{12a}; U.S. Appl. No. 09/505,788 Response to Office Action Mailed 12/12/02 Page 54 of 93

- R12a, at each occurrence, is independently selected from H, OH, Cl, F, NR15R16, CF3, acetyl, SCH3, S(=0)CH3, S(=0)2CH3, methyl, ethyl, propyl, butyl, methoxy, cthoxy, propoxy, C1-C2 haloalkyl, and C1-C2 haloalkoxy;
- R13, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, NR15R16, and CF3;
- R^{14} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;
- R¹⁵, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;
- H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-S(=O)2-, and ethyl-S(=O)2-;
- R^{17} is H, methyl, cthyl, propyl, butyl, methoxymethyl, cthoxymethyl, methoxyethyl, ethoxycthyl, phenyl substituted by 0-3 R^{17a} , or .CH2-phenyl substituted by 0-3 R^{17a} ;
- R17a is H, methyl, methoxy, -OII, F, Cl, CF3, or -OCF3;
- R18, at each occurrence, is independently selected from H, methyl, ethyl, propyl, hutyl, phenyl, benzyl, and phenethyl; and
- R19, at each occurrence, is independently selected from H, methyl, and ethyl.
- 26. (Previously added) A compound according to Claim 14 of Ponnula (1g):

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or a pharmaceutically acceptable salt thereof wherein:

 \mathbb{R}^3 is \mathbb{R}^4 ,

R⁴ is C₁ C₄ alkyl substituted with 0-1 R^{4a},

C₂-C₄ alkenyl substituted with 0-1 R^{4a}, or

C₂-C₄ alkynyl substituted with 0-1 R^{4a};

R4a is selected from

H, F, CF3,

C3 C6 carbocycle substituted with 0-3 R^{4b}, phenyl substituted with 0-3 R^{4b}, or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R4b; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, finanyl, thicnyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{4b}, at each occurrence, is independently selected from II, OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)2CH₃, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propuxy, C₁-C₂ baloalkyl, and C₁-C₂ baloalkoxy;

R⁵ is C₁-C₄ alkyl substituted with 0-1 R^{5b};

C₂-C₄ alkenyl substituted with 0-1 R^{5b};

C₂-C₄ alkynyl substituted with 0-1 R^{5b};

R5b is selected from:

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H, methyl, cthyl, propyl, butyl, CF3, OR¹⁴, =0; C3-C6 carbocycle substituted with 0-2 R⁵⁰; phenyl substituted with 0-3 R⁵⁰; or

- 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R5c; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrinidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;
- R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=0)CH₃, S(-0)2CH₃, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C₁ C₂ haloalkyl, and C₁-C₂ haloalkoxy;

R¹⁰ is H, C(=0)R¹⁷, C(=0)OR¹⁷;

C1-C4 alkyl optionally substituted with 0-1 R¹⁰a;

phenyl substituted with 0-4 R¹⁰b;

C3-C6 carbocycle substituted with 0-3 R¹⁰b; or

- 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R 10b; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thicnyl, thiazolyl, pyrrolyl, piperaxinyl, piperidinyl, pyrrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;
- R^{10a} is selected from II, methyl, ethyl, propyl, butyl, OR¹⁴, Cl, F, =0, NR¹⁵R¹⁶, CF3, or phenyl substituted with 0-4 R^{10b};
- R10b, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, Cl, F, NR15R16, and CF3:

Z is C₁-C₃ alkyl substituted with 1-3 R¹²;
C₂-C₃ alkenyl substituted with 1-3 R¹²;

C2-C3 alkynyl substituted with 1-3 R12;

C6 C10 aryl substituted with 0-4 R12b;

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- C3-C6 carbocycle substituted with 0-3 R12b; or
- 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R 12b; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thicnyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;
- R12, at each occurrence, is independently selected from
 - C6-C10 aryl substituted with 0-4 R12b;
 - C3-C6 carbocycle substituted with 0-3 R12b; or
 - 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R12b; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;
- R12b, at each occurrence, is independently selected from II, OH, Cl. F, NR15R16, CF3, acetyl, SCII3, S(=0)CH3, S(=0)2CH3, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C1-C2 haloalkyl, and C1-C2 haloalkoxy;
- R¹³, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, NR¹⁵R¹⁶, and CF3;
- R14 is II, phonyl, benzyl, methyl, ethyl, propyl, or butyl,
- R15, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;
- R16, at each occurrence, is independently selected from

 H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=0)-, ethyl-C(=0)-, methyl-S(=0)2-, and ethyl-S(=0)2-;
- χ^{17} is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl,

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phonyl substituted by 0-3 R ^{17a}, or CH₂-phenyl substituted by 0-3 R ^{17a};

R^{17a} is H, methyl, methoxy, -OH, F, Cl, CF3, or OCF3;

R¹⁸, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phonyl, benzyl, and phenethyl; and

R¹⁹, at each occurrence, is independently selected from H, methyl, and ethyl;

provided, when R^{13} is II, then Z is C2-C3 alkenyl substituted with 1-3 R^{12} ; or C2-C3 alkynyl substituted with 1-3 R^{12} .

- (Previously Added) A pharmaceutical composition comprising a compound according to Claim 2 and a pharmaceutically acceptable carrier.
- 28. (Previously Added) A pharmaceutical composition comprising a compound according to Claim 3 and a pharmaceutically acceptable carrier.
- (Previously Added) A pharmaceutical composition comprising a compound according to Claim 4 and a pharmaceutically acceptable carrier.
- 30. (Previously Added) A pharmaceutical composition comprising a compound according to Claim 6 and a pharmaceutically acceptable carrier.
- 31. (Canceled)
- (Canceled)
- 33. (Previously Added) A pharmaceutical composition comprising a compound according to Claim 11 and a pharmaceutically acceptable carrier.

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- 34. (Canceled)
- (Previously Added) A pharmaccutical composition comprising a compound according to Claim 13 and a pharmaccutically acceptable carrier.
- (Previously Added) A pharmaceutical composition comprising a compound according to
 Claim 14 and a pharmaceutically acceptable carrier.
- (Previously Added) A pharmaceutical composition comprising a compound according to
 Claim 16 and a pharmaceutically acceptable carrier.
- 38. (Canceled)
- (Previously Added) A pharmaceutical composition comprising a compound according to
 Claim 20 and a pharmaceutically acceptable carrier.
- (Previously Added) A pharmaceutical composition comprising a compound according to Claim 25 and a pharmaceutically acceptable carrier.
- (Previously Added) A pharmaceutical composition comprising a compound according to Claim 26 and a pharmaceutically acceptable carrier.
- 42. (Previously Added) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 2.
- 43. (Previously Added) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 3.
- 44. (Previously Added) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 4.

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45. (Previously Added) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 6.

46.- 47. (Canceled)

- 48. (Previously Added) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a thorapeutically effective amount of a compound of Claim 11.
- 49. (Canceled)
- 50. (Previously Added) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 13.
- 51. (Previously Added) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 14.
- 52. (Previously Added) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 16.
- 53. (Canceled)
- 54. (Previously Added) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 20.
- 55. (Previously Added) A method for the treatment of Alzheimer's Disease comprising administering to a fact in need of such treatment a therapeutically effective amount of a compound of Claim 25.

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- 56. (Previously Added) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 26.
- 57. (NEW) A compound according to Claim 2 of Formula (Ia)

or a pharmaceutically acceptable sait thereof, wherein:

$$\begin{array}{c} R^3 \text{ is } -(CR^7R^{7a})_{n}-R^4, \\ -(CR^7R^{7a})_{n}-S-(CR^7R^{7a})_{m}-R^4, \\ -(CR^7R^{7a})_{n}-O-(CR^7R^{7a})_{m}-R^4, \text{ or } \\ -(CR^7R^{7a})_{n}-N(R^{7b})-(CR^7R^{7a})_{m}-R^4; \end{array}$$

n is 0, 1, or 2;

m is 0, 1, or 2;

R^{3a} is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

 R^4 is H, OH, OR 14a ,

C1-C6 alkyl substituted with 0-3 R4a,

 C_2 C_6 alkenyl substituted with 0-3 R^{4a} ,

C2-C6 alkynyl substituted with 0-3 R4a,

C3 C10 carbocycle substituted with 0-3 R4b,

C6-C10 aryl substituted with 0-3 R4b, or

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5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0.3 R4b;

R4a, at each occurrence, is independently selected from II, F, Cl, Br, I, CF3,

C3-C10 carbocycle substituted with 0-3 R4b,

Ch-C10 aryl substituted with 0-3 R4b, or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0 3 R4b;

R4b, at each occurrence, is independently selected from H. OII, Cl, F, Br, I, CN, NO2, NR15R16, CF3, acetyl, SCH3, S(=O)CH3, S(=O)2CH3, C1-C6 alkyl, C1-C4 alkoxy, C1-C4 baloalkyl, and C1 C4 haloalkoxy;

R5 is H, OR14;

C1-C6 alkyl substituted with 0-3 R5b;

C1-C6 alkoxy substituted with 0-3 RSb;

C2-C6 alkerryl substituted with 0-3 R5b;

C2-C6 alkynyl substituted with 0 3 R5b;

C3-C10 carbocycle substituted with 0-3 R^{5c};

C6-C10 aryl substituted with 0-3 R5c; or

5 to 10 membered heterocycle containing 1 to 4 hotoroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c}:

R^{5a} is H or C₁-C₄ alkyl;

R5b, at each occurrence, is independently selected from:

H, C1 C6 alkyl, CF3, OR14, C1, F, Br, I, -O, CN, NO2, NR15R16;

C3 C10 carbocycle substituted with 0-3 R5c;

C6-C10 aryl substituted with 0-3 R5c; or

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5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

R5c, at each occurrence, is independently selected from H, OH, Cl, F, Br, L, CN, NO2, NR15R16, CF3, acetyl, SCH3, S(=0)CH3, S(=0)2CH3, C1-C6 alkyl, C1-C4 alkoxy, C1-C4 haloalkyl, and C1-C4 haloalkoxy;

R6 is H methyl, or ethyl;

R7, at each occurrence, is independently selected from H, OII, Cl, F, Br, L, CN, NO2, CF3, phenyl and C1-C4 alkyl;

R^{7a}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, CF₃, and C₁-C₄ alkyl;

R7b is independently selected from H, methyl, ethyl, propyl, and butyl;

Ring B is

R11, at each occurrence, is independently selected from

H, C₁-C₄ alkoxy, Cl, F, Br, I, CN, NO₂, NR¹⁸R¹⁹, C(=O)R¹⁷, C(=O)OR¹⁷,

C(=O)NR¹⁸R¹⁹, S(=O)₂NR¹⁸R¹⁹, CF₃;

C₁-C₆ alkyl optionally substituted with 0-3 R^{11a};

C₆-C₁₀ aryl substituted with 0-3 R^{11b};

C₃-C₁₀ carbocycle substituted with 0-3 R^{11b}; or

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- 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R11b;
- R11a, at each occurrence, is independently selected from II, C1-C6 alkyl, OR14, Cl, F, Br, I, =0. CN, NO2, NR15R16, CF3, or phenyl substituted with 0-3 R11b;
- R^{11h}, at each occurrence, is independently selected from H, OH, Cl, F, Dr, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCII₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, and C₁-C₄ haloalkoxy;

Z is H;

C₁-C₆ alkyl substituted with 0-3 R^{12a}; C₂-C₄ alkenyl substituted with 0-3 R^{12a}; or C₂-C₄ alkynyl substituted with 0-3 R^{12a};

- R^{12a}, at each occurrence, is independently selected from H, OH, Cl, F, Br, L CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃. C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, and C₁-C₄ haloalkoxy;
- R13, at each occurrence, is independently selected from H, OII, C1-C6 alkyl, C1-C4 alkoxy, Cl, F, Br, I, CN, NO2, NR15R16, and CF3;

R14 is II, phonyl, benzyl, C1-C6 alkyl, or C2-C6 alkoxyalkyl;

R14a is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

- R15, at each occurrence, is independently selected from H, C1-C6 alkyl, benzyl, phenethyl, (C1-C6 alkyl)-C(=O)-, and (C1-C6 alkyl)-S(=O)2-;
- R16, at each occurrence, is independently selected from H, OH, C1-C6 alkyl, benzyl, phenethyl, (C1-C6 alkyl)-C(=O)-, and (C1-C6 alkyl)-S(=O)2-;

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R¹⁷ is H, C₁-C₆ alkyl, C₂-C₆ alkoxyalkyl, aryl substituted by 0-4 R¹⁷a, or -CH₂-aryl substituted by 0-4 R¹⁷a;

R^{17a} is H. methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF₃, OCF₃, SCH₃, S(O)CH₃, SO₂CH₃, -NH₂, -N(CH₃)₂, or C₁-C₄ haloalkyl;

R18, at each occurrence, is independently selected from II, C1-C6 alkyl, phenyl, benzyl, phencthyl, (C1-C6 alkyl)-C(=O)-, and (C1-C6 alkyl)-S(=O)2-; and

R¹⁹, at each occurrence, is independently selected from H, OH, C₁-C₆ alkyl, phenyl, benzyl, phenethyl, (C₁-C₆ alkyl)-C(=O)-, and (C₁-C₆ alkyl) S(=O)₂-.

58. (NEW) A compound according to Claim 2 of Formula (Ia)

or a pharmaceutically acceptable salt thereof, wherein:

 $\begin{array}{c} R^3 \text{ is -}(CR^7R^{7a})_{m}\text{-}R^4, \\ -(CR^7R^{7a})_{n}\text{-}S\text{-}(CR^7R^{7a})_{m}\text{-}R^4, \\ -(CR^7R^{7a})_{n}\text{-}O\text{-}(CR^7R^{7a})_{m}\text{-}R^4, \text{ or } \\ -(CR^7R^{7a})_{n}\text{-}N(R^{7b})\text{-}(CR^7R^{7a})_{m}\text{-}R^4; \end{array}$

n is 0, 1, or 2;

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m is 0, 1, or 2;

R^{3a} is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

R⁴ is H, OH, OR¹⁴a,

C1-C6 alkyl substituted with 0-3 R42,

C2-C6 alkonyl substituted with 0-3 R4a,

C2-C6 alkynyl substituted with 0-3 R4a,

C3-C10 carbocycle substituted with 0-3 R4b,

C6-C10 aryl substituted with 0-3 R4b, or

5 to 10 membered heterocycle containing 1 to 4 heterostoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R⁴², at each occurrence, is independently selected from H, F, Cl, Br, I, CF3,

C3-C10 carbocycle substituted with 0-3 R4b,

 C_6 - C_{10} aryl substituted with 0-3 R^{4b} , or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R4b, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=0)CH₃, S(=0)2CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, and C₁-C₄ haloalkoxy;

R⁵ is H, OR¹⁴;

C1-C6 alkyl substituted with 0-3 R5b;

C1-C6 alkoxy substituted with 0-3 R5b;

C2-C6 alkenyl substituted with 0-3 R5b;

C2-C6 alkynyl substituted with 0-3 R5b;

C3-C10 carbocycle substituted with 0-3 R5c;

C6-C10 aryl substituted with 0-3 R5c; or

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5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R5c:

R5a is H or C1-C4 alkyl;

R5b, at each occurrence, is independently selected from:

H, C1-C6 alkyl, CP3, OR14, Cl, F, Br, I, =0, CN, NO2, NR15R16;

C3 C10 carbocycle substituted with 0.3 R5c;

C6 C10 aryl substituted with 0-3 R5c; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0.3 R^{5c};

R5c, at each occurrence, is independently selected from H, OII, Cl, F, Br, I, CN, NO2, NR15R16, CF3, acetyl, SCH3, S(=O)CH3, S(=O)2CH3, C1-C6 alkyl, C1-C4 alkoxy, C1-C4 haloalkyl, and C1-C4 haloalkoxy;

R6 is H, methyl, or ethyl;

R7, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO2, CF3, phenyl and C1-C4 alkyl;

 R^{7a} , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO2, CF3, and C1-C4 alkyl;

R7b is independently selected from H, methyl, cthyl, propyl, and butyl;

Ring B is

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 R^{10} is H, C(=0)R¹⁷, C(=0)OR¹⁷, C(=0)NR¹⁸R¹⁹,

 $S(=0)_2NR^{18}R^{19}$, $S(=0)_2R^{17}$;

C1-C6 alkyl optionally substituted with 0-2 R10a;

C6-C10 aryl substituted with 0-4 R10h;

 $C_3\text{-}C_{10}$ carbocycle substituted with 0-3 R^{10b} ; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R10b;

R^{10a}, at each occurrence, is independently selected from H, C₁-C₆ alkyl, OR¹⁴, Cl, F, Br, I, -O, CN, NO₂, NR¹⁵R¹⁶, CF₃, or phenyl substituted with 0-4 R^{10b};

R10b, at each occurrence, is independently selected from H, OH, C1-C6 alkyl, C1-C4 alkoxy, C1, F, Br, I, CN, NO2, NR15R16, or CF3;

Z is H;

C1-C6 alkyl substituted with 0-3 R12a;

C2-C4 alkenyl substituted with 0 3 R12a; or

C2-C4 alkynyl substituted with 0 3 K12a;

R12a, at each occurrence, is independently selected from

H, OII, Cl. F, Br, I, CN, NO2, NR15R16, CF3, MIETY, SCII3, S(=U)CH3, S(=O)2CH3,

C1 C6 alkyl, C1-C4 alkoxy, C1-C4 haloalkyl, and C1-C4 haloalkoxy;

R13, at each occurrence, is independently selected from

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H, OII, C1-C6 alkyl, C1-C4 alkoxy, Cl, F, Br, I, CN, NO2, $NR^{15}R^{16}$, and CF3;

R¹⁴ is H, phonyl, benzyl, C₁-C₆ alkyl, or C₂-C₆ alkoxyalkyl;

R14a is H, plumyl, benzyl, methyl, ethyl, propyl, or hutyl;

R15, at each occurrence, is independently selected from H, C1-C6 alkyl, benzyl, phenethyl, (C1-C6 alkyl)-C(=O)-, and (C1-C6 alkyl)-S(=O)2;

R16, at each occurrence, is independently selected from H, OH, C1-C6 alkyl, benzyl, phenethyl, (C1-C6 alkyl)-C(-O), and (C1-C6 alkyl)-S(-O)2-;

R¹⁷ is H, C₁-C₆ alkyl, C₂-C₆ alkoxyalkyl, aryl substituted by 0-4 R^{17a}, or -CH₂-aryl substituted by 0-4 R^{17a};

R17a is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF3, OCF3, SCH3, S(O)CH3, SO2CH3, -NH2, -N(CH3)2, or C1-C4 haloalkyl;

R18, at each occurrence, is independently selected from H, C1-C6 alkyl, phenyl, benzyl, phenethyl, (C1-C6 alkyl)-C(=O)-, and (C1 C6 alkyl)-S(=O)2-; and

R19, at each occurrence, is independently selected from H, OH, C1-C6 alkyl, phenyl, benzyl, phenethyl, (C1-C6 alkyl) C(=0)-, and (C1-C6 alkyl)-S(=0)2-.

59. (NEW) A compound according to Claim 12 of Formula (Ia")

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(Ta")

or a pharmaceutically acceptable salt thereof, wherein:

 R^{3} is $-(CR^{7}R^{7a})_{n}-R^{4}$, $-(CR^{7}R^{7a})_{n}-S-(CR^{7}R^{7a})_{m}-R^{4}$, $-(CR^{7}R^{7a})_{n}-O-(CR^{7}R^{7a})_{m}-R^{4}$, or $-(CR^{7}R^{7a})_{n}-N(R^{7b})-(CR^{7}R^{7a})_{m}-R^{4}$;

n is 0, 1, or 2;

m is 0, 1, or 2;

R^{3a} is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

R4 is H, OII, OR14H,

C₁ C₆ alkyl substituted with 0-3 R^{4a},

C2-C6 alkenyl substituted with 0-3 R4a.

C2-C6 alkynyl substituted with 0-3 R4a,

C3-C10 carbocycle substituted with 0-3 R4b,

C6-C10 aryl substituted with 0-3 R4b, or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0 3 R^{4b};

R^{4a}, at each occurrence, is independently selected from H, F, Cl, Br, I, CF₃,

C3-C10 carbocycle substituted with 0-3 R4b,

C6-C10 aryl substituted with 0-3 R4b, or

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5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R4b;

R4b, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO2, NR15R1b, CF3, acetyl, SCH3, S(-O)CH3, S(-O)2CH3, C1-C6 alkyl, C1-C4 alkoxy, C1-C4 haloalkyl, and C1-C4 haloalkoxy;

 \mathbb{R}^5 is H, \mathbb{OR}^{14} ;

C1-C6 alkyl substituted with 0-3 R5b;

C1-C6 alkoxy substituted with 0-3 R5b;

C2-C6 alkerryl substituted with 0-3 R5b;

C2-C6 alkynyl substituted with 0-3 K5b;

C3-C10 carbocycle substituted with 0-3 R^{5c} ;

C6-C10 aryl substituted with 0-3 R5c; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

R5a is H or C1-C4 alkyl;

R5b, at each occurrence, is independently selected from:

H. C1-C6 alkyl, CF3, OR14, Cl, F, Br, I, -O, CN, NO2, NR15R16;

C3-C10 carbocycle substituted with 0-3 R5c;

C6-C10 aryl substituted with 0-3 R50; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

R5c, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR₁₅R₁₆, CF₃, acetyl, SCII₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, and C₁-C₄ haloalkoxy;

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R6 is H, methyl, or ethyl;

R7, at each occurrence, is independently selected from II, OH, Cl, F, Br, I, CN, NO₂, CF₃, phonyl, and C₁-C₄ alkyl;

R^{7a}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO2, CF3, and C1-C4 alkyl;

R7b is independently selected from H, methyl, ethyl, propyl, and butyl;

King B is

R¹⁰ is H, C(=0)R¹⁷, C(=0)OR¹⁷, C(=0)NR¹⁸R¹⁹,

 $S(-0)_2NR^{18}R^{19}$, $S(-0)_2R^{17}$;

C1-C6 alkyl optionally substituted with 0-2 R10a;

C6-C10 aryl substituted with 0-4 R 10b;

C3-C10 carbocycle substituted with 0-3 R^{10b}; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 k10b;

R^{10a}, at each occurrence, is independently selected from H, C₁-C₆ alkyl, OR¹⁴, Cl, F, Br, L, =0, CN, NO₂, NR¹⁵R¹⁶, CF₃, or phenyl substituted with 0-4 R^{10b};

 R^{10b} , at each occurrence, is independently selected from H. OII, C1-C6 alkyl, C1-C4 alkoxy, Cl, F. Br, I, CN, NO2, $NR^{15}R^{16}$, or CF3;

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R¹¹, at each occurrence, is independently selected from

H, C₁-C₄ alkoxy, Cl, F, Br, L, CN, NO₂, NR¹⁸R¹⁹, C(-O)R¹⁷, C(=O)OR¹⁷,

C(=O)NR¹⁸R¹⁹, S(-O)₂NR¹⁸R¹⁹, CF₃;

C₁-C₆ alkyl optionally substituted with 0-3 R^{11a};

C₆-C₁₀ aryl substituted with 0-3 R^{11b};

C₃-C₁₀ carbocycle substituted with 0-3 R^{11b}; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{11b};

R11a, at each occurrence, is independently selected from II, C1-C6 alkyl, OR14, Cl, F, Br, I, =0, CN, NO2, NR15R16, CF3, or phenyl substituted with 0-3 R11b;

R11b, at each occurrence, is independently selected from H, OII, Cl, F, Br, I, CN, NO2, NR15R16, CF3, acetyl, SCH3, S(=0)CH3, S(-0)2CII3, C1-C6 alkyl, C1-C4 alkoxy, C1-C4 haloalkyl, and C1-C4 haloalkoxy;

Z is C1-C6 alkyl substituted with 1-3 R12;

C2-C4 alkenyl substituted with 1-3 R¹²,

C2-C4 alkynyl substituted with 1-3 R¹²;

C6-C10 aryl substituted with 0-4 R12b;

C3-C10 carbocycle substituted with 0-4 R12b; or

5 to 10 membered beterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R12b;

 \mathbb{R}^{12} , at each occurrence, is independently selected from

C6-C10 aryl substituted with 0-4 R12b;

C3-C10 carbucycle substituted with 0 4 R12b; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

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- R12b, at each occurrence, is independently selected from H, OII, Cl. F, Br, I, CN, NO2, NR15R16, CF3, acetyl, SCH3, S(=0)CH3, S(=0)2CH3, C1-C6 alkyl, C1-C4 alkoxy, C1-C4 haloalkyl, and C1-C4 haloalkoxy;
- R¹³, at each occurrence, is independently selected from H, OH, C₁-C₆ alkyl, C₁-C₄ alkoxy, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, and CF₃;
- R14 is H, phenyl, benzyl, C1-C6 alkyl, or C2-C6 alkoxyalkyl;
- R 14a is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;
- R15, at each occurrence, is independently selected from H, C1-C6 alkyl, benzyl, phenethyl, (C1-C6 alkyl)-C(=O)-, and (C1 C6 alkyl)-S(=O)2-;
- R16, at each occurrence, is independently selected from H, OH, C1 C6 alkyl, benzyl, phenethyl, (C1-C6 alkyl)-C(=O)-, and (C1-C6 alkyl)-S(=O)2-;
- R¹⁷ is H, C₁ C₆ alkyl, C₂-C₆ alkoxyalkyl, aryl substituted by 0-4 R¹⁷a, or -CH₂ aryl substituted by 0-4 R¹⁷a;
- R^{17a} is H, mothyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF₃, OCF₃, SCH₃, S(O)CH₃, SO₂CH₃, -NH₂, -N(CH₃)₂, or C₁-C₄ haloalkyl;
- R18, at each occurrence, is independently selected from H, C1-C6 alkyl, phenyl, benzyl, phenethyl, (C1-C6 alkyl)-C(=O)-, and (C1-C6 alkyl)-S(=O)2-; and
- R¹⁹, at each occurrence, is independently selected from H, OII, C₁-C₆ alkyl, phenyl, benzyl, phenethyl, (C₁-C₆ alkyl)-C(=O)-, and (C₁-C₆ alkyl)-S(-C)₂-;

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provided, when R^{13} is H, then Z is C4-C6 alkyl substituted with 1-3 R^{12} ; C2-C4 alkenyl substituted with 1-3 R^{12} ; or C2-C4 alkynyl substituted with 1-3 R^{12} .

60. (NEW) A compound according to Claim 12 of Formula (Ia")

(Ta")

or a pharmaceutically acceptable sall thereof, wherein:

 $\begin{array}{l} R^3 \text{ is -}(CR^7R^{7a})_{n}\text{-}R^4, \\ -(CR^7R^{7a})_{n}\text{-}S\text{-}(CR^7R^{7a})_{m}\text{-}R^4, \\ -(CR^7R^7a)_{m}\text{-}O\text{-}(CR^7R^{7a})_{m}\text{-}R^4, \text{ or } \\ -(CR^7R^7a)_{n}\text{-}N(R^{7b})\text{-}(CR^7R^{7a})_{m}\text{-}R^4; \end{array}$

n is 0, 1, or 2;

m is 0, 1, or 2;

 R^{3a} is H, OH, methyl, cthyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

R⁴ is H, OH, OR ^{14a},
C₁-C₆ alkyl substituted with 0-3 R^{4a},
C₂-C₆ alkenyl substituted with 0-3 R^{4a},

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C2-C6 alkynyl substituted with 0-3 R4a,

C3-C10 carbooycle substituted with 0-3 R4b,

C6-C10 aryl substituted with 0-3 R4b, or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R^{4a}, at each occurrence, is independently selected from H, F, Cl, Br, I, CF₃,

C3. C10 carbocycle substituted with 0-3 R4h,

C6-C10 aryl substituted with 0-3 R4b, or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4h};

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, L CN, NO2, NR15R¹⁶, CF3, acetyl, SCII3, S(=0)CH3, S(=0)2CH3, C1-C6 alkyl, C1-C4 alkoxy, C1-C4 haloalkyl, and C1-C4 haloalkoxy;

R⁵ is H, OR¹⁴;

C1-C6 alkyl substituted with 0 3 R5b

C1-C6 alkoxy substituted with 0 3 R5b;

C2-C6 alkenyl substituted with 0-3 R5b;

C2-C6 alkynyl substituted with 0-3 R5b;

C3-C10 carbocycle substituted with 0-3 R^{5c} ;

C6-C10 anyl substituted with 0-3 R5c; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{Sc};

R^{5a} is II or C1-C4 alkyl;

R5b, at each occurrence, is independently selected from:
H, C1-C6 alkyl, CF3, OR14, Cl, F, Br, 1, -O, CN, NO2, NR15R16;

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C3-C10 carbocycle substituted with 0-3 R5c;

C6-C10 aryl substituted with 0-3 R5c; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO2, NR15R16, CF3, acetyl, SCH3, S(=0)CH3, S(=0)2CH3, C1-C6 alkyl, C1-C4 alkoxy, C1-C4 haloalkyl, and C1-C4 haloalkoxy;

R6 is H, methyl, or ethyl;

R⁷, at each occurrence, is independently selected from FI, OH, Cl, F, Br, I, CN, NO₂, CF₃, phenyl, and C₁-C₄ alkyl;

R^{7a}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, CF₃, and C₁-C₄ alkyl;

R7b is independently selected from H, methyl, ethyl, propyl, and butyl;

Ring B is

R¹¹, at each occurrence, is independently selected from H, C₁-C₄ alkoxy, Cl, F, Br, I, CN, NO₂, NR¹⁸R¹⁹, C(-O)R¹⁷, C(-O)OR¹⁷, C(-O)NR¹⁸R¹⁹, S(-O)₂NR¹⁸R¹⁹, CF₃; C₁-C₆ alkyl optionally substituted with 0-3 R^{11a};

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C6-C10 aryl substituted with 0 3 R11b;

C3-C10 carbocycle substituted with 0-3 R11b; or

- 5 to 10 membered heteroxycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R11b;
- R^{11a}, at each occurrence, is independently selected from H, C₁-C₆ alkyl, OR¹⁴, Cl, F, Br, I, =O, CN, NO₂, NR¹⁵R¹⁶, CF₃, or phenyl substituted with 0-3 R^{11b};
- R11b, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO2, NR15R16, CF3, acetyl, SCH3, S(=O)CH3, S(=O)2CH3, C1 C6 alkyl, C1-C4 alkoxy, C1-C4 haloalkyl, and C1-C4 haloalkoxy;

Z is C1-C6 alkyl substituted with 1-3 R 12;

C2-C4 alkenyl substituted with 1-3 R¹²;

C2-C4 alkynyl substituted with 1-3 R12;

C6-C10 aryl substituted with 0-4 R12b;

C3-C10 carbocycle substituted with 0-4 R12b; or

- 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R12b;
- R12, at each occurrence, is independently selected from

C6-C10 aryl substituted with 0-4 R12b;

C3-C10 carbocycle substituted with 0-4 R^{12b}; or

- 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R12b;
- R 12b, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR 15R 16, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ ulkoxy, C₁-C₄ haloalkyl, and C₁-C₄ haloalkoxy;

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R13, at each occurrence, is independently selected from H, OH, C1-C6 alkyl, C1-C4 alkoxy, C1, F, Br, I, CN, NO2, NR15R16, and CF3;

R14 is H, phenyl, benzyl, C1-C6 alkyl, or C2-C6 alkoxyalkyl;

R14a is H, phenyl, benzyl, methyl, cthyl, propyl, or butyl;

R15, at each occurrence, is independently selected from II, C1-C6 alkyl, benzyl, phenethyl, (C1-C6 alkyl)-C(-O), and (C1-C6 alkyl)-S(-O)2-;

R¹⁶, at each occurrence, is independently selected from H, OH, C₁-C₆ alkyl, henzyl, phenethyl, (C₁-C₆ alkyl)-C(-O)-, and (C₁-C₆ alkyl)-S(=O)₂-;

R¹⁷ is H, C₁-C₆ alkyl, C₂-C₆ alkoxyalkyl, aryl substituted by 0-4 R^{17a}, or -CH₂-aryl substituted by 0-4 R^{17a};

R17a is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, buttoxy, -OH, F, Cl, Br, L, CF3, OCF3, SCH3, S(O)CH3, SO2CH3, -NH2, -N(CH3)2, or C1-C4 haloalkyl;

R¹⁸, at each novurrence, is independently selected from H, C₁-C₆ alkyl, phenyl, henzyl, phenethyl, (C₁-C₆ alkyl)-C(=O)-, and (C₁-C₆ alkyl)-S(=O)₂-; and

R¹⁹, at each occurrence, is independently selected from II, OH, C₁-C₆ alkyl, phenyl, benzyl, phenethyl, (C₁-C₆ alkyl) C(=O)-, and (C₁-C₆ alkyl)-S(=O)₂-;

provided, when R¹³ is H, then Z is C4-C6 alkyl substituted with 1-3 R¹²;

C2-C4 alkenyl substituted with 1-3 R¹²; or

C2-C4 alkynyl substituted with 1-3 R¹².

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61. (NEW) A compound according to Claim 13 of Formula (Ia")

or a pharmacentically acceptable salt thereof, wherein:

 R^3 is $(CHR^7)_n-R^4$,

n is 0 or 1;

R^{3a} is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

R4 is H, OH, OR14a,

C1-C4 alkyl substituted with 0-2 R4a,

C2-C4 alkenyl substituted with 0-2 R4a,

C2-C4 alkynyl substituted with 0-1 R4a,

C3 C6 carbocycle substituted with 0 3 K4b,

C6-C10 aryl substituted with 0-3 R4h, or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R4b;

R^{4s}, at each occurrence, is independently selected from H, F, Cl, Br, I, CF₃, C₃-C₆ carbocycle substituted with 0-3 R^{4b}.

phenyl substituted with 0-3 R^{4b}, or

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5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R4b;

R4b, at each occurrence, is independently selected from II, OH, Cl. F, Br, I, CN, NO₂, NR₁5_R16, CF₃, acctyl, SCH₃, S(=0)CH₃, S(=0)2CH₃, C₁-C₄ alkyl, C₁-C₃ alkoxy, C₁-C₂ haloalkyl, and C₁ C₂ haloalkoxy;

R⁵ is H, OR 14;

C₁-C₄ alkyl substituted with 0-3 R^{5b}; C₂-C₄ alkenyl substituted with 0-3 R^{5b}; C₂-C₄ alkynyl substituted with 0-3 R^{5b};

R5a is H, methyl, ethyl, propyl, or butyl;

R5b, at each occurrence, is independently selected from:

II, methyl, ethyl, propyl, butyl, CF3, OR¹⁴, Cl, F, Br, I, =0;

C3-C6 carbocycle substituted with 0-3 R^{5c};

phenyl substituted with 0-3 R^{5c}; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen,

oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c};

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂.

NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₄ alkyl, C₁-C₃ alkoxy,

C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

R6 is H:

R7, at each occurrence, is independently selected from H, F, CF3, methyl, and ethyl;

Ring B is

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 R^{10} is H, C(=0) R^{17} , C(=0) OR^{17} ;

C1-C4 alkyl optionally substituted with 0-1 R10a;

phenyl substituted with 0-4 R^{10h};

C3-C6 carbocycle substituted with 0-3 R 10b; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R 10b.

 R^{10a} is selected from H, C₁-C₄ alkyl, OR¹⁴, Cl, F, Br, I, =0, CN, NO₂, NR¹⁵R¹⁶, CF₃, or phonyl substituted with 0-4 R^{10b};

R10b, at each occurrence, is independently selected from H, OH, C1-C4 alkyl, C1-C3 alkoxy, C1, F, B1, I, CN, NO2, NR15R16, or CF3;

Z is C1-C4 alkyl substituted with 1-3 R¹²;

C2-C4 alkenyl substituted with 1-3 R¹²;

C2-C4 alkynyl substituted with 1-3 R¹²;

C6-C10 aryl substituted with 0-4 R12b;

C3-C6 carbocycle substituted with 0-4 R12b; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphin, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R12b;

R¹², at each occurrence, is independently selected from C6-C10 aryl substituted with 0-4 R^{12b}; C3-C6 carbocycle substituted with 0-4 R^{12b}; or

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- 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R12b;
- R12b, at each occurrence, is independently selected from H, OH, Cl, F, NR15R16, CF3, acetyl, SCH3, S(=0)CH3, S(=0)2CH3, C1 C4 alkyl, C1 C3 alkoxy, C1-C2 haloalkyl, and C1 C2 haloalkoxy;
- R¹³, at each occurrence, is independently selected from H, OH, C₁-C₆ alkyl, C₁-C₄ alkoxy, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, and CF₃;
- R14 is H, phenyl, benzyl, C1-C4 alkyl, or C2-C4 alkoxyalkyl;
- R¹⁵, at each occurrence, is independently selected from II, C₁-C₄ alkyl, benzyl, phenethyl, (C₁-C₄ alkyl)-C(=O)-, and (C₁-C₄ alkyl)-S(=O)₂-;
- R16, at each occurrence, is independently selected from H, OH, C1-C4 alkyl, benzyl, phenethyl, (C1-C4 alkyl)-C(=O)-, and (C1-C4 alkyl)-S(=O)2-;
- R^{17} is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl, cthoxyethyl, phenyl substituted by 0-3 R^{17a} , or -CH2-phenyl substituted by 0-3 R^{17a} ;
- R17a is II, methyl, methoxy, -OH, F, Cl, CF3, or OCF3;
- R¹⁸, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, henzyl, and phenethyl; and
- R¹⁹, at each occurrence, is independently selected from H, methyl, and ethyl;

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provided, when R^{13} is H, then Z is butyl substituted with 1-3 R^{12} ; C2-C4 alkenyl substituted with 1-3 R^{12} ; or C2-C4 alkynyl substituted with 1-3 R^{12} .

62. (NEW) A compound according to Claim 13 of Formula (Ia")

or a pharmaceutically acceptable sait thereof, wherein:

 R^3 is -(CHR⁷)_n-R⁴,

n is 0 or 1;

R^{3a} is H, OH, methyl, ethyl, propyl, hutyl, methoxy, ethoxy, propoxy, butaxy, allyl, or 3 buten-1-yl;

 R^4 is H, OH, OR^{14a} ,

C1-C4 alkyl substituted with 0-2 R42,

C2-C4 alkenyl substituted with 0-2 R42,

C2-C4 alkynyl substituted with 0-1 R^{4a},

C3-C6 carbocycle substituted with 0-3 R4b,

C6-C10 aryl substituted with 0-3 R4b, or

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5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b};

R⁴³, at each occurrence, is independently selected from H, F, Cl, Br, I, CF₃,

C3-C6 carbocycle substituted with 0-3 R4b.

phenyl substituted with 0-3 R4b, or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b}:

R4b, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO2, NR15R16, CF3, acetyl, SCH3, S(=0)CH3, S(=0)2CH3, C1-C4 alkyl, C1-C3 alkoxy, C1-C2 haloalkyl, and C1-C2 haloalkoxy;

R5 is H, OR14;

C1-C4 alkyl substituted with 0-3 R5b;

C2-C4 alkerryl substituted with 0-3 R5b;

C2-C4 alkynyl substituted with 0-3 R5b;

R5a is H, methyl, ethyl, propyl, or butyl;

R56, at each occurrence, is independently selected from:

II, methyl, ethyl, propyl, butyl, CF3, OR14, Cl, F, Br, I, =0;

C3-C6 carbocycle substituted with 0-3 R5c;

phenyl substituted with 0-3 K5c; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R5c;

RSc, at each occurrence, is independently selected from H, OII, Cl. F, Br, I, CN, NO2, NR15R16, CF3, acetyl, SCH3, S(=O)CH3, S(-O)2CII3, C1-C4 alkyl, C1-C3 alkoxy, C1-C2 haloalkyl, and C1-C2 haloalkoxy;

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R6 is H;

R7, at each occurrence, is independently selected from H, F, CF3, methyl, and ethyl;

Ring B is

R11 is selected from

H, C1-C4 alkoxy, Cl, F. NR¹⁸R¹⁹, C(=O)R¹⁷, C(-O)OR¹⁷, CF₃;

 $C_1\text{-}C_6$ alkyl optionally substituted with 0-3 R^{11a} ;

C6-C10 aryl substituted with 0-3 K11b;

C3-C6 carbocycle substituted with 0-3 R11b; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R11b;

R^{11a}, at each occurrence, is independently selected from H, C₁-C₄ alkyl, OR¹⁴, F, =O, NR¹⁵R¹⁶, CF₃, or phenyl substituted with 0-3 R^{11b};

R11b, at each occurrence, is independently selected from H, OII, Cl, F, NR15R16, CF3, C1-C4 alkyl, C1-C3 alkoxy, C1-C2 haloalkyl, and C1-C2 haloalkoxy;

Z is C1-C4 alkyl substituted with 1-3 R12;

C2-C4 alkenyl substituted with 1-3 R 12;

C2-C4 alkynyl substituted with 1-3 R¹²;

C6 C10 aryl substituted with 0-4 R^{12b};

C3-C6 carbocycle substituted with 0-4 R12b; or

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- 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R12b.
- R12, at each occurrence, is independently selected from

C6-C10 aryl substituted with 0-4 R12h;

C3-C6 carbocycle substituted with 0-4 R12b; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 k12b;

R^{12b}, at each occurrence, is independently selected from H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(-O)CII₃, S(-O)₂CH₃, C₁-C₄ alkyl, C₁-C₃ alkoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

R¹³, at each occurrence, is independently selected from II, OH, C₁-C₆ alkyl, C₁-C₄ alkoxy, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, and CF₃;

R14 is H, phenyl, benzyl, C1-C4 alkyl, ur C2-C4 alkoxyalkyl;

R¹⁵, at each occurrence, is independently selected from H, C₁-C₄ alkyl, benzyl, phenethyl, (C₁-C₄ alkyl) C(=O)-, and (C₁-C₄ alkyl)-S(=O)₂-;

R¹⁶, at each occurrence, is independently selected from H, OH, C₁-C₄ alkyl, benzyl, phenethyl, (C₁-C₄ alkyl)-C(=O)-, and (C₁-C₄ alkyl)-S(-O)₂-;

 R^{17} is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, ethoxyethyl, ethoxyethyl, phenyl substituted by 0 3 R^{17a} , or -CH2-phenyl substituted by 0-3 R^{17a} ;

R17a is H, methyl, methoxy, -OH, F, Cl, CF3, or OCF3;

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- R¹⁸, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and
- R¹⁹, at each occurrence, is independently selected from H, methyl, and ethyl;

provided, when R^{13} is H, then Z is butyl substituted with 1-3 R^{12} ; C2-C4 alkerryl substituted with 1-3 R^{12} ; or C2-C4 alkyrryl substituted with 1-3 R^{12} .

- 63. (NEW) A pharmaceutical composition comprising a compound according to Claim 57 and a pharmaceutically acceptable carrier.
- 64. (NEW) A pharmaceutical composition comprising a compound according to Claim 58 and a pharmaceutically acceptable carrier.
- 65. (NEW) A pharmaceutical composition comprising a compound according to Claim 59 and a pharmaceutically acceptable carrier.
- 66. (NEW) A pharmaceutical composition comprising a compound according to Claim 60 and a pharmaceutically acceptable carrier.
- 67. (NEW) A pharmaceutical composition comprising a compound according to Claim 61 and a pharmaceutically acceptable carrier.
- 68.(NEW) A pharmaceutical composition comprising a compound according to Claim 62 and a pharmaceutically acceptable carrier.
- 69.(NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapentically effective amount of a compound of Claim 57.

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70.(NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 58.

71. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 59.

72. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a thorapeutically effective amount of a compound of Claim 60,

73. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 61.

74.(NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 62.